

**BITTERROOT RESOURCES LTD.**  
**MANAGEMENT DISCUSSION & ANALYSIS**

For the six months ended April 30, 2024

As of June 28, 2024

**INTRODUCTION**

Bitterroot Resources Ltd. is a mineral resource company engaged directly and indirectly through its wholly-owned subsidiaries, (collectively referred to herein as “the Company” or “Bitterroot”), in the acquisition and exploration of mineral properties.

In the Upper Peninsula of Michigan, Bitterroot’s wholly-owned subsidiary Trans Superior Resources, Inc. (Trans Superior) holds a leasehold interest in the LM Property, which hosts a conduit-hosted nickel-copper-PGM target. The LM Property is located 25 kilometres west of the Eagle nickel-copper-PGM mine, in a similar geologic setting. In February 2020, the Company entered into an option/joint venture agreement whereby privately-held Below Exploration, Inc. (“Below”) funded drilling and related costs of US\$285,000 to earn a 49% interest. Bitterroot (51%) and Below (49%) have since formed a joint venture covering the LM property.

Also in the Upper Peninsula of Michigan, Trans Superior (49.9%) and partner Altius Minerals Corporation (50.1%) have optioned their interests in mineral titles covering approximately 262 square miles (the “Voyageur Lands”) to Perseverance Metals Inc. (“Perseverance”).

In Nevada, the Company holds 240 unpatented claims in Esmeralda County, known as the Nighthawk Gold Property.

Between November 1, 2023 and June 24, 2024, gold prices increased approximately 17%, nickel prices decreased approximately 5%, copper prices increased approximately 18% and the S&P/TSX Venture Composite Index increased approximately 10%. The Company is exposed to commodity price and equity market risk due to the cyclical nature of commodity prices and the mineral exploration business. The Company’s management minimizes exploration costs and political risk by operating in mining-friendly, road-accessible parts of Michigan and Nevada.

The following Management Discussion and Analysis (MD&A) should be read in conjunction with Bitterroot Resources Ltd.’s condensed consolidated interim financial statements for the period ended April 30, 2024 and the audited consolidated financial statements for the year ended October 31, 2023 and the related notes contained therein, which have been prepared under International Financial Reporting Standards (“IFRS”). This information and exploration results are presented in news releases and project summaries available at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Company’s website [www.bitterrootresources.com](http://www.bitterrootresources.com).

All financial information in this MD&A related to the period ended April 30, 2024 have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting, and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

## FORWARD LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimisation of operations at the properties; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

## SIGNIFICANT EVENTS/OVERALL PERFORMANCE

In November 2023, Perseverance announced that Teck Resources Limited had acquired a 9.9% strategic interest in Perseverance. Bitterroot currently owns approximately 9.9% of Perseverance.

In March 2024, the Company granted stock options to geological consultants to acquire 300,000 common shares exercisable at \$0.03 per share expiring on March 12, 2029.

In April 2024, the Company's contractor staked an additional 174 claims at the Nighthawk Gold Property, expanding the property to 240 claims. In May 2024, the Company closed a private placement for a total of 10,800,000 units at \$0.025 per unit for gross proceeds of \$270,000. Each unit consists of one common share and one share purchase warrant, exercisable at \$0.05 for three years from the date of issuance.

## EXPLORATION ACTIVITIES

### ***LM Nickel-Copper Project, Upper Peninsula of Michigan***

The LM Property is being explored for conduit-hosted nickel-copper-platinum-palladium mineralization similar to Lundin Mining Corporation's Eagle and Eagle East orebodies, which are located 25 kilometers to the east. Since drilling started at LM in June 2020, Bitterroot Resources Ltd. (51%) and joint venture partner Below Exploration, Inc., ("Below") (49%) have completed 7,565 metres of drilling in 26 core holes on the LM Property in Baraga County, Michigan. Drilling is currently paused pending additional land acquisition. Bitterroot's drilling at the LM Property has defined a magma conduit which hosts an olivine-gabbro-norite unit and a basal copper/nickel/PGM-mineralized peridotite unit. Disseminated, semi-massive and/or massive sulphide Ni-Cu-PGM mineralization has been intersected in 10 of 26 holes. The table below summarizes the assay results received to date from mineralized holes. Photographs of the mineralization are available at [www.bitterrootresources.com](http://www.bitterrootresources.com). Management is encouraged by the high metal tenor of the sulphide mineralization.

### ***LM Project - Summary of Sulphide-Mineralized Intervals***

<b><i>Hole #</i></b>	<b><i>From (m)</i></b>	<b><i>To (m)</i></b>	<b><i>Interval (m)</i></b>	<b><i>Nickel (%)</i></b>	<b><i>Copper (%)</i></b>	<b><i>Au + PGM (g/tonne)</i></b>	<b><i>Type</i></b>
<b><i>LM 20-01</i></b>	253.80	259.10	<b><i>5.30</i></b>	0.58	0.62	0.33	<b><i>disseminated</i></b>
<b><i>LM 21-07</i></b>	270.07	273.00	<b><i>2.93</i></b>	0.78	0.83	0.25	<b><i>disseminated</i></b>
<b><i>and</i></b>	273.00	273.75	<b><i>0.75</i></b>	5.16	1.18	0.82	<b><i>semi-massive</i></b>
<b><i>LM 21-10</i></b>	260.50	262.75	<b><i>2.25</i></b>	0.78	0.80	0.40	<b><i>disseminated</i></b>
<b><i>and</i></b>	262.75	262.94	<b><i>0.19</i></b>	2.74	0.43	0.37	<b><i>semi-massive</i></b>
<b><i>LM 21-13</i></b>	247.68	250.36	<b><i>2.68</i></b>	0.33	0.38	0.10	<b><i>disseminated</i></b>
<b><i>and</i></b>	250.36	250.75	<b><i>0.39</i></b>	1.81	0.51	0.52	<b><i>semi-massive</i></b>

<b>LM 21-14</b>	235.79	236.06	<b>0.27</b>	1.96	0.01	0.01	<b>semi-massive</b>
<i>and</i>	236.06	236.86	<b>0.80</b>	4.81	0.78	0.25	<b>massive</b>
<b>LM 22-22</b>	256.27	258.86	<b>2.59</b>	0.55	0.48	0.24	<b>disseminated</b>
<i>and</i>	258.86	259.37	<b>0.51</b>	1.33	3.68	0.41	<b>semi-massive</b>
<b>LM 22-23</b>	258.32	260.36	<b>2.04</b>	0.08	0.08	0.03	<b>disseminated</b>
<b>LM 22-24</b>	240.40	245.78	<b>5.38</b>	0.28	0.42	0.05	<b>disseminated</b>
<b>LM 22-25</b>	163.20	165.15	<b>1.95</b>	0.09	0.08	0.02	<b>Disseminated and blebby, in peridotite clasts</b>
<i>and</i>	190.80	192.05	<b>1.25</b>	0.13	0.27	0.11	<b>trace to disseminated</b>
<i>and</i>	318.09	323.09	<b>5.00</b>	0.02	0.02	0.01	<b>sparse blebs</b>
<b>LM 22-26</b>	232.19	234.16	<b>1.97</b>	0.10	0.11	0.02	<b>disseminated</b>
<i>and</i>	234.16	235.16	<b>1.00</b>	0.33	0.35	0.10	<b>blebby</b>
<i>and</i>	235.16	235.52	<b>0.36</b>	1.23	0.75	0.13	<b>blebby and semi-massive</b>

Under the terms of the Company's lease on the initial 40-acre LM Property, the 2024 advance royalty payment was US\$7,600 (paid). The lessors have granted the Company the option to reduce the current 3% net smelter returns royalty (NSR) to a 2% NSR by paying US\$1,000,000 prior to December 31, 2064.

In February 2021, the Company entered into a minerals lease and purchase option with a privately-held corporation ("MPC") covering 80 acres of mineral rights adjacent to the LM Property. The MPC mineral rights host magnetic targets adjacent to the area of the LM Project currently being drilled. The Company paid US\$15,000 and issued 100,000 common shares to MPC. On the first anniversary, Bitterroot and Below paid US\$15,000 and issued an additional 100,000 shares. On the second anniversary, Bitterroot issued a final tranche of 100,000 shares and Bitterroot and Below paid US\$16,000. Subsequent rental payments will escalate by US\$20/acre/year. In June 2024, the Company and Below paid the amount due on the third anniversary (US\$17,600). Bitterroot will also retain the exclusive right and option to purchase the mineral rights for US\$1,000/acre for the first five years of the agreement, US\$2,500/acre in years 6 through 10, then escalating US\$2,500/acre for each subsequent five years for the first 20 years and remaining unchanged at US\$10,000/acre thereafter. MPC will also retain a 2% NSR royalty on underground mining and a 3% NSR on open pit mining. Bitterroot can reduce both royalties to 1% NSRs through payment of US\$1,000,000 per 1% of NSR.

The LM Project is not subject to the joint venture with Altius Minerals Corporation described below.

Mr. Jeff Rowe, P.Geo, of C.J. Greig & Associates Ltd. is the Qualified Person responsible for the technical content of this disclosure.

### ***Voyageur Lands, Upper Peninsula of Michigan***

In late 2015, Bitterroot entered into an option/joint venture agreement with a subsidiary of Altius Minerals Corporation (“Altius”) to explore 250 square miles of Bitterroot’s privately held mineral rights in the Upper Peninsula (the “Voyageur Lands”) for conduit-hosted, high-grade magmatic nickel-copper-PGM deposits similar to Lundin Mining’s Eagle and Eagle East deposits. Altius acquired a 50.1% interest in the mineral rights by incurring C\$600,000 of exploration expenditures. Altius retains a 2% net smelter returns (NSR) royalty on the Voyageur Lands (covering approximately 250 square miles of mineral rights) and the right to repurchase a 1% NSR held by a third party on the Copper Range Lands (covering approximately 100 square miles of mineral rights). The Company and Altius also hold State of Michigan metallic minerals leases covering an additional 3,051 contiguous acres (4.77 square miles).

On August 1, 2023, Bitterroot Resources Ltd. (49.9%) and Altius Minerals Corporation (50.1%) announced that they have entered into an option agreement with Perseverance Metals Inc., whereby Perseverance can acquire a 100% interest in the Voyageur Nickel-Copper-PGM Project.

The Option Agreement gives Perseverance the exclusive option, until December 31, 2025, to earn a 100% interest in the Voyageur Project from Bitterroot and Altius’ Michigan subsidiaries by:

- **Initial Equity:** Issuing to Bitterroot and Altius a total of 20% ownership in the equity of Perseverance, to be distributed based on their pro-rata ownership of the Voyageur Project.
- **Exploration Commitment:** Incurring C\$2,000,000 in exploration expenditures on the Voyageur Project before December 31, 2025, including C\$250,000 within the first 12 months of the Option.
- **Financing Commitment:** Raising aggregate gross proceeds of C\$5,000,000 within 18 months (the “Equity Financings”), with Bitterroot and Altius retaining a combined 20% free-carry interest on any common shares issued pursuant to the Equity Financings.
- **Go-Public Commitment:** Perseverance becoming a reporting issuer in Canada within 18 months, subject to a conditional six-month extension.

### **Additional Agreements with Perseverance**

- **Shareholder Rights Agreement:** Subsequent to Perseverance achieving its C\$5,000,000 Financing Commitment, and so long as they retain at least 5% ownership in Perseverance, Bitterroot and Altius have the right to each participate in future equity financings and may each thereby acquire up to 14.9% of Perseverance.
- **Right of First Refusal on Future Royalties and Streams:** For a 10-year period, commencing on the date of the exercise of its purchase option, Perseverance has granted to Bitterroot and Altius a right of first refusal on any third party offers to purchase royalties,

metals streams or similar transactions, from a 5-kilometre area of interest around the Voyageur Project.

Bitterroot currently owns 956,742 shares of Perseverance, which were issued on July 27, 2023. These shares are currently valued at \$765,394, based on Perseverance's recently-completed common share offering priced at C\$0.80. Bitterroot's management expects to receive additional Perseverance shares upon Perseverance achieving its C\$5,000,000 Financing Commitment, of which C\$2,848,066 had been raised as of its November 28, 2023 news release. It is currently not possible to accurately quantify the number of shares Bitterroot will ultimately receive, or their ultimate value, as the offering price of any future Perseverance Equity Financings is unknown.

On November 28, 2023, Perseverance announced that Teck Resources Limited had acquired a 9.9% strategic interest in the Company, by participating in the aforementioned C\$2,848,066 financing.

Mr. Michael Tucker, P.Geo, is the Qualified Person responsible for the technical content of this disclosure.

### ***Nighthawk Gold/Silver Property, Esmeralda County, Nevada***

The Company owns 100% of the 240-claim Nighthawk Property in the central Walker Lane gold belt in Esmeralda County, Nevada. The Nighthawk Property is prospective for near-surface, open pit/heap leach-recoverable oxide gold/silver mineralization. The property has low relief and is at moderate elevation. It is accessible year-round via a paved highway and gravel roads.

In April 2024, the Company's contractor staked an additional 174 claims on its Nighthawk gold project, bringing the total to 240 claims, covering approximately 4,800 acres (19.4 sq. km). Nighthawk is located in Nevada's Walker Lane district, adjacent to Highway 95, some 50 km west of Tonopah and 90 km southwest of Round Mountain. The east end of the claim block abuts Allegiant Gold's Boss/Berg/Castle claims. The 100 percent-owned Nighthawk claims are situated on BLM-administered lands and are not subject to underlying royalties.

Seven (7) multi-km long structural target areas have been identified on pediment with sporadic outcrops and thin alluvial cover. The Nighthawk claims are prospective for multi-million ounce, structurally-controlled oxide and sulphide gold/silver deposits like Silicon/Merlin, Round Mountain and Tonopah, all of which are in the Walker Lane structural trend.

Bitterroot's aeromagnetic drone survey identified some 15 km strike-length of previously unknown and untested altered fault structures of the Walker Lane (NW) and Mina Deflection (NE) structural trends. At the adjoining Boss Mine, gold/silver mineralization is mainly controlled by underexplored NNE-trending structures. The intersection of the NW and NE-trending mineralized trends at Nighthawk is also untested by drilling. Prospecting has identified widespread mineralized angular quartz vein float throughout the Nighthawk claims. This mineralization is believed, at least in part, to be locally derived. Outcropping and inferred rhyolite domes at Nighthawk also host gold mineralization from trace to multi-grams gold/tonne. Details of the aeromagnetic targets, structural trends and float sampling can be viewed in the Nighthawk slide presentation on the Company's website, [www.bitterrootresources.com](http://www.bitterrootresources.com). A Notice-level BLM permit application (5-acre maximum disturbance) is currently being prepared, covering 36 sites and associated access trails. Drilling is planned in late 2024, subject to financing.

Mr. Robert (Rick) Streiff, CPG, is the Qualified Person responsible for the technical content of this disclosure.

## **SUMMARY OF FINANCIAL RESULTS**

### ***Revenues***

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

### ***Expenses for the six months ended April 30, 2024***

During the six months ended April 30, 2024, the Company recorded a loss of \$116,153 (\$0.00 loss per share) compared to a loss of \$223,681 (\$0.00 loss per share) for the six months ended April 30, 2023.

Expense details during the six months ended April 30, 2024 are as follows:

- a) Foreign exchange gain of \$3,714 (2023 – loss of \$624) – the difference is due to fluctuations in the CAD/USD foreign exchange rates on USD cash, payables and loans.
- b) Share-based payments of \$6,700 (2023 - \$65,600) – the Company granted 300,000 (2023 – 1,800,000) stock options calculated using the Black-Scholes option pricing model.
- c) Amortization expense of \$nil (2023 - \$9,225) – the difference is due to the termination of the Company's office lease during the year ended October 31, 2023.
- d) Office and miscellaneous expenses of \$5,161 (2023 - \$28,367) – the difference is due to decreased operating activities in the current period.

### ***Expenses for the three months ended April 30, 2024***

During the three months ended April 30, 2024, the Company recorded a loss of \$84,901 (\$0.00 loss per share) compared to a loss of \$166,278 (\$0.00 loss per share) for the three months ended April 30, 2023.

Expenses details during the three months ended April 30, 2024 are as follows:

- a) Foreign exchange gain of \$657 (2023 – loss of \$959) – the difference is due to fluctuations in the CAD/USD foreign exchange rates on USD cash, payables and loans.
- b) Share-based payments of \$6,700 (2023 - \$65,600) – the Company granted 300,000 (2023 – 1,800,000) stock options calculated using the Black-Scholes option pricing model.
- c) Amortization expense of \$nil (2023 - \$4,613) – the difference is due to the termination of the Company's office lease during the year ended October 31, 2023.
- d) Office and miscellaneous expenses of \$3,141 (2023 - \$15,573) – the difference is due to decreased operating activities in the current period.

## SUMMARY OF QUARTERLY RESULTS

The following tables set forth a comparison of revenues, losses, and assets for the previous eight quarters:

	<b>April 30, 2024</b>	<b>January 31, 2024</b>	<b>October 31, 2023</b>	<b>July 31, 2023</b>
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Loss for the period	(84,901)	(31,252)	(72,043)	(66,190)
Exploration and Evaluation assets	4,788,899	4,767,594	4,761,732	5,490,022
Total assets	5,584,789	5,558,837	5,571,293	5,559,911
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	<b>April 30, 2023</b>	<b>January 31, 2023</b>	<b>October 31, 2022</b>	<b>July 31, 2022</b>
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Loss for the period	(166,278)	(57,403)	(1,454,169)	(63,616)
Exploration and Evaluation assets	5,457,038	5,320,913	5,233,231	6,064,806
Total assets	5,544,493	5,537,051	5,413,716	6,844,811
Loss per share	(0.00)	(0.00)	(0.02)	(0.00)

During the quarter ended April 30, 2023, the Company granted 1,800,000 stock options to its directors, officers and consultants and recorded \$65,600 in share-based payments.

During the quarter ended October 31, 2022, the Company wrote down exploration and evaluation assets of \$1,390,561.

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2024, the Company had cash of \$16,862 and a working capital deficiency of \$446,368. The accompanying condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Company is dependent upon the continuing financial support of creditors and stockholders, refinancing debts payable, obtaining additional long-term debt or equity financing, as well as achieving and maintaining a profitable level of operations. The Company will require additional working capital to meet operating and exploration costs for the upcoming year.

In December 2023, the Company received US\$25,000 from the partial refund of a US Bureau of Land Management reclamation bond posted on the abandoned Castle West and Coyote Sinter properties.

In May 2024, the Company closed a private placement for a total of 10,800,000 units at \$0.025 per unit for gross proceeds of \$270,000. Each unit consists of one common share and one share purchase warrant, exercisable at \$0.05 for three years from the date of issuance.



## RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

The following is a summary of related party transactions and balances during the period ended April 30, 2024, not disclosed elsewhere in the condensed consolidated interim financial statements:

(a) Management fees of \$60,000 (2023 - \$60,000) and professional fees of \$1,200 (2023 - \$875) were incurred from a company controlled by a director of the Company. As at April 30, 2024, \$198,658 (October 31, 2023 - \$127,654) was owing to this company for management fees, professional fees and reimbursable expenses. This amount is non-interest bearing with no stated terms of payment.

During the period ended April 30, 2024, the Company received loan proceeds of \$20,000 from a non-arm's length party, bearing interest of 6% per annum. During the period ended April 30, 2024, the Company accrued interest expense of \$569 (year ended October 31, 2023 - \$Nil).

During the year ended October 31, 2023, the Company received loan proceeds of \$60,000 and during the period ended April 30, 2024, the Company received loan proceeds of \$50,000 from a non-arm's length party. These amounts are interest bearing at 6% per annum with no stated terms of payment. During the period ended April 30, 2024, the Company accrued interest expense of \$2,485 (year ended October 31, 2023 - \$1,093).

During the year ended October 31, 2023, the Company received loan proceeds of \$50,000 from a non-arm's length party, which was repaid in full during the year. This amount was non-interest bearing with no stated terms of payment.

During the year ended October 31, 2023, the Company received loan proceeds of \$33,405 (US\$25,000) from a non-arm's length party. This amount is interest bearing at 6% per annum with no stated terms of payment. During the period ended April 30, 2024, the Company accrued interest expense of \$1,003 (US \$748) (year ended October 31, 2023 - \$1,108) and recorded a foreign exchange gain of \$335 (year ended October 31, 2023 – loss of \$1,226).

The loans have been secured under an agreement whereby the Company's shares of Perseverance have been pledged as security for the repayment of the debts.

## RISKS AND UNCERTAINTIES

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial, and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing government law and regulation, hiring, and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance

may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canadian dollar and the United States dollar, which are beyond the Company's control.
- Regulatory risks include the possible delay in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, increased fees for annual audit and regulatory filings, the introduction of ever more complex reporting requirements, the escalating cost of which the Company must meet in order to maintain its exchange listing.

The Company's ability to meet its ongoing financial obligations will be determined by management's success in acquiring exploration and evaluation assets, obtaining equity financing, negotiating joint venture arrangements and facilitating the exercise of outstanding share purchase warrants and options. There can be no assurance that the Company will be able to continue to raise funds, in which case it may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the realizable value of its assets may be materially less than the amounts recorded on the statements of financial position. Details of funding commitments on the Company's exploration and evaluation assets are disclosed in Note 6 of the condensed consolidated interim financial statements for the period ended April 30, 2024.

## **DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

A breakdown of the Company's general and administrative expenses and exploration and evaluation assets of the Company is disclosed in Note 6 of the condensed consolidated interim financial statements for the period ended April 30, 2024 to which this MD&A relates.

## **OUTSTANDING SHARES, STOCK OPTIONS AND WARRANTS**

At the date of this report, the Company has the following outstanding:

- 104,483,556 common shares
- Stock options:

<b>Number of Options</b>	<b>Exercise Price (\$)</b>	<b>Expiry Date</b>
1,000,000	0.05	May 19, 2025
1,900,000	0.16	January 4, 2026
1,275,000	0.17	June 1, 2026
1,250,000	0.10	April 21, 2027
1,800,000	0.05	March 5, 2028
300,000	0.03	March 12, 2029
<b>7,525,000</b>		

- Warrants:

<b>Number of Warrants</b>	<b>Exercise Price (\$)</b>	<b>Expiry Date</b>
1,750,000	0.08	January 27, 2025
750,000	0.08	February 21, 2025
10,800,000	0.05	May 29, 2027
13,300,000		

## **OFF-BALANCE SHEET ARRANGEMENTS**

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

## **PROPOSED TRANSACTIONS**

The Company continues to evaluate property acquisitions and dispositions, actively target sources of additional financing through alliances with financial, exploration, mining and Government entities and to explore and develop its exploration and evaluation assets. Should it enter into agreements over new properties, it may be required to make cash payments and complete work expenditure commitments.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual reports could differ from management's estimates.

## **CONTINGENCIES**

There are no contingent liabilities.

## **INTERNAL CONTROLS OVER FINANCIAL REPORTING**

### **Changes in Internal Control over Financial Reporting ("ICFR")**

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited consolidated financial statements and the audited consolidated financial statements and respective accompanying Management's Discussion & Analysis. The Venture Issue Basic Certification 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.

## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

Information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying condensed consolidated interim financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

## **OTHER MD&A REQUIREMENTS**

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **RECENT ACCOUNTING POLICIES**

Please refer to the October 31, 2023 audited consolidated financial statements on [www.sedarplus.ca](http://www.sedarplus.ca).

## **FINANCIAL INSTRUMENTS**

Please refer to the April 30, 2024 condensed consolidated interim financial statements on [www.sedarplus.ca](http://www.sedarplus.ca).