



Condensed Interim Financial Statements
For the Three-Month Periods Ended July 31, 2024 and 2023
(Expressed in Canadian dollars - Unaudited)

NOTICE OF NO AUDITOR REVIEW

The accompanying unaudited condensed interim financial statements of Benz Mining Corp. (the “Company”) have been prepared by and are the responsibility of the Company’s management.

In accordance with National Instrument 51-102, the Company discloses that its independent auditor has not performed a review of these unaudited condensed interim financial statements.

Benz Mining Corp.

Condensed Interim Statements of Operations and Comprehensive Loss (unaudited)

	Note	Three-month periods ended July 31,	
		2024	2023
Operating costs			
Exploration and evaluation costs	4, 5	\$ 64,027	\$ 1,354,186
Listing and filing fees		37,787	45,733
Management and consulting fees	5	125,932	129,846
Office and miscellaneous		26,545	38,343
Professional fees		34,955	38,325
Salaries and wages		65,450	-
Share-based payments	8	57,814	115,740
Shareholder information		5,189	21,464
Loss from operations		\$ (417,699)	\$ (1,743,637)
Other income (expense)			
Accretion expense	7	\$ (2,275)	\$ -
Foreign exchange		22,104	(48,888)
Interest income		22,600	60,079
Settlement of flow-through share premium liability	6	-	342,000
Net loss and comprehensive loss		\$ (375,270)	\$ (1,390,446)
Loss per share - basic and diluted			
		\$ 0.00	\$ (0.01)
Weighted average number of shares outstanding - basic and diluted			
		169,138,794	164,687,694

Going concern uncertainty (Note 1)

See accompanying notes to the condensed interim financial statements

Benz Mining Corp.

Condensed Interim Statements of Financial Position (unaudited)

	Note	July 31, 2024	April 30, 2024
ASSETS			
Current Assets			
Cash and cash equivalents		\$ 3,102,447	\$ 3,020,475
Sales taxes recoverable		35,754	34,386
Other receivables	3	153,155	550,785
Prepaid expenses and deposits		102,080	111,491
Total current assets		\$ 3,393,436	\$ 3,717,137
Exploration and evaluation assets	4	3,903,216	3,903,216
Total assets		\$ 7,296,652	\$ 7,620,353
LIABILITIES			
Current Liabilities			
Trade and other payables	5	\$ 157,917	\$ 171,187
Flow-through share liability	6	-	-
Other provisions	7	198,893	191,868
Total current liabilities		\$ 356,810	\$ 363,055
EQUITY			
Common shares	8	\$ 38,352,848	\$ 38,352,848
Equity reserves	8	1,280,480	1,222,666
Deficit		(32,693,486)	(32,318,216)
Total equity		\$ 6,939,842	\$ 7,257,298
		\$ 7,296,652	\$ 7,620,353

Nature of Operations (Note 1)

Going concern uncertainty (Note 1)

These financial statements were authorized for issue by the Board of Directors on September 13, 2024

Approved by the Board of Directors:

(Signed) Evan Cranston
Evan Cranston, Chairman of the Board

(Signed) Mathew O'Hara
Mathew O'Hara, Director

See accompanying notes to the condensed interim financial statements

Benz Mining Corp.

Condensed Interim Statements of Cash Flows (unaudited)

		Three-month periods ended July 31,	
	Note	2024	2023
Cash Flow from Operating Activities			
Net loss for the year		\$ (375,270)	\$ (1,390,446)
Adjustments for non-cash items:			
Accretion expense	7	2,275	-
Share based payments	8	57,814	115,740
Settlement of flow-through share premium liability	6	-	(342,000)
Changes in non-cash working capital:			
Sales taxes recoverable		(1,368)	261,156
Other receivables	3	397,630	57,761
Prepaid expenses and deposits		9,411	(6,225)
Trade and other payables		(13,270)	(663,255)
Other provisions	7	4,750	-
Net cash flows used in operating activities		\$ 81,972	\$ (1,967,269)
Cash Flow from Investing Activities			
Additions to exploration and evaluation assets	4	\$ -	\$ -
Net cash flows used in investing activities		\$ -	\$ -
Cash Flow from Financing Activities			
Proceeds from exercise of warrants	8	-	1,451,783
Proceeds from exercise of compensation units	8	-	234,222
Net cash flows provided by financing activities		\$ -	\$ 1,686,005
Net change in cash and cash equivalents		\$ 81,972	\$ (281,264)
Cash and Cash Equivalents, Beginning of Year		3,020,475	10,132,350
Cash and Cash Equivalents, End of Year		\$ 3,102,447	\$ 9,851,086
Cash and cash equivalents consist of:			
Cash		\$ 3,063,447	\$ 9,812,086
Redeemable guaranteed investment certificate		39,000	39,000
Total Cash and Cash Equivalents		\$ 3,102,447	\$ 9,851,086
Non-cash Investing and Financing Activities:			
Fair value transferred from reserves to share capital upon the exercise of warrants, options and compensation units	10	\$ -	\$ 1,311,897

Going concern uncertainty (Note 1)

See accompanying notes to the condensed interim financial statements

Benz Mining Corp.

Condensed Interim Statements of Changes in Equity (unaudited)

	Note	Common Shares		Equity Reserves	Deficit	Total Equity
		Number	Amount			
Balance, April 30, 2023		157,983,900	\$ 34,959,037	\$ 4,666,769	\$ (30,860,030)	\$ 8,765,776
Common shares issued for cash:						
Exercise of compensation units	8	1,377,778	438,841	(204,619)	-	234,222
Exercise of warrants	8	8,539,900	2,559,061	(1,107,278)	-	1,451,783
Expiry of compensation units	8	-	-	(18,482)	18,482	-
Expiry of warrants	8	-	-	(359,955)	359,955	-
Share based payments	8	-	-	115,740	-	115,740
Net loss for the year		-	-	-	(1,390,446)	(1,390,446)
Balance, July 31, 2023		167,901,578	\$ 37,956,939	\$ 3,092,175	\$ (31,872,039)	\$ 9,177,075
Balance, April 30, 2024		169,138,794	\$ 38,352,848	\$ 1,222,666	\$ (32,318,216)	7,257,298
Share based payments	8	-	-	57,814	-	57,814
Net loss for the year		-	-	-	(375,270)	(375,270)
Balance, July 31, 2024		169,138,794	\$ 38,352,848	\$ 1,280,480	\$ (32,693,486)	\$ 6,939,842

Going concern uncertainty (Note 1)

See accompanying notes to the condensed interim financial statements

Benz Mining Corp.

Notes to the Condensed Interim Financial Statements (unaudited)
Three-Month periods ended July 31, 2024 and 2023

1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY

Benz Mining Corp. (the **Company**) was incorporated under the laws of the Province of British Columbia on November 9, 2011. The Company is an exploration and development stage company engaged in the acquisition, exploration and exploitation of mineral properties located in Canada. The Company's head and registered offices are located at Suite 3000 Bentall Four, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1K8. The Company's common shares are traded on the TSX-V Exchange (**BZ**), the Frankfurt Exchange (**1VU**) and the Australian Securities Exchange (**BNZ**).

Going Concern

These condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will realize its assets and discharge its obligations in the normal course of operations. As at July 31, 2024, the Company has a working capital surplus of \$3,036,626 (April 30, 2024 – \$3,354,082). The Company's ability to continue as a going concern is dependent on being able to obtain the necessary financing to satisfy its liabilities as they become due.

The Company is considered to be in the exploration phase. The investment in, and expenditures on, exploration and evaluation assets comprise a significant portion of the Company's activities. Mineral exploration and development is highly speculative and involves inherent risks.

Management believes the Company's cash position will support all of its financial obligations and expected expenditures during the next twelve months. However, the Company expects that it will need to obtain further financing in order to continue exploration activities in the future. In addition, while the Company's future activities in relation to drilling on its mineral claims look promising, there can be no assurance that the results of its exploration activities will confirm the existence of economically viable quantities of ore or that the project will ultimately go into production. There can be no assurance that management will be successful in securing adequate financing. If adequate financing is not obtained, the Company may be required to delay or reduce the scope of any or all of its exploration and development projects.

The Company reported a net loss and total comprehensive loss in the three-month period ended July 31, 2024 of \$375,270 (year ended April 30, 2024 - \$4,024,481). These recurring losses and the need for continued financing to further successful exploration activities indicate the existence of a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

The Company's financial statements do not give effect to any adjustments to the carrying values and classifications of assets and liabilities that might be necessary if the Company is unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

These unaudited condensed interim financial statements (**Financial Statements**) of the Company have been prepared in accordance with International Accounting Standard (**IAS**) 34, "Interim Financial Reporting" following acceptable accounting policies under International Financial Reporting Standards (**IFRS**). As a result, these Financial Statements should be read in conjunction with the Company's audited financial statements for the year ended April 30, 2024.

Notes to the Financial Statements (continued)

These Financial Statements have been prepared on an accruals basis and are based on historical costs, except for certain financial instruments classified as financial instruments at fair value through profit or loss. All amounts are presented in Canadian dollars unless otherwise noted.

Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. In preparing the Financial Statements, the judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the audited consolidated financial statements as at and for the year ended April 30, 2024.

3. OTHER RECEIVABLES

Other receivables as at July 31, and April 30, 2024 were as follows:

	July 31, 2024	April 30, 2024
Expenditures recoverable from third parties	\$ 119,339	\$ 119,311
Amounts refundable from suppliers	-	6,806
Exploration tax credits recoverable	150,000	540,852
Total other receivables	269,339	666,969
Less provision for doubtful debts	(116,184)	(116,184)
	\$ 153,155	\$ 550,785

Notes to the Financial Statements (continued)

4. EXPLORATION AND EVALUATION ASSETS

The Company has accumulated the following acquisition expenditures:

	Eastmain and Ruby Hill Properties	Windy Mountain Property	Total
Balance, April 30, 2023	\$ 2,145,743	\$ 11,564	\$ 2,157,307
Acquisition costs – cash	1,350,000	-	1,350,000
Acquisition costs – shares (Note 8(b))	395,909	-	395,909
Balance, April 30 and July 31, 2024	\$ 3,891,652	\$ 11,564	\$ 3,903,216

During the three-month periods ended July 31, 2024 and 2023 exploration and evaluation expenditures, recorded in the statements of operations and comprehensive loss, consisted of the following:

	July 31, 2024	July 31, 2023
Geology	33,249	492,658
Location/camp services	18,820	158,905
Drilling	9,985	266,545
Geochemical analysis	11,404	380,502
Geophysics	-	4,400
Environment	3,565	8,170
Health & safety	-	24,033
Property maintenance	12,004	18,973
Less Tax credits receivable	(25,000)	-
Total exploration and evaluation costs	64,027	1,354,186

5. RELATED PARTY TRANSACTIONS AND BALANCES

Related party transactions are measured at the estimated fair values of the services provided or goods received. Related party transactions not disclosed elsewhere in these Financial Statements are as follows:

a) Key Management Compensation

Key management personnel include the members of the Board of Directors and officers of the Company, who have the authority and responsibility for planning, directing, and controlling the activities of the Company. The remuneration of directors and officers for the three-month periods ended July 31, 2024 and 2023 was as follows:

	July 31, 2024	July 31, 2023
Salaries, bonuses, fees and benefits		
Management fees to the officers and directors of the Company	\$ 176,248	\$ 163,941
Share-based payments		
Officers and directors of the Company	57,814	38,580
	\$ 234,062	\$ 202,521

b) In the normal course of operations, the Company transacts with companies related to its directors or officers. The following amounts are payable to related parties, and are included in trade and other payables:

	July 31, 2024	April 30, 2024
Management fees	\$ 45,253	\$ 30,881

6. FLOW-THROUGH SHARE LIABILITY

The following is a continuity schedule of the liability portion of the flow-through share issuances.

Balance, April 30, 2023	\$ 3,113,835
Settlement of flow-through premium liability upon incurring exploration expenditures	(2,383,411)
Reduction of flow-through premium liability on shortfall of flow-through expenditure commitments	(730,424)
Balance, April 30, and July 31, 2024	\$ -

7. OTHER PROVISIONS

Other provisions as at July 31, 2024 and April 30, 2024 were as follows:

	July 31, 2024	April 30, 2024
Reclamation provision	\$ 185,882	\$ 183,607
Accrued vacation - related party (Note 7)	13,011	8,261
	\$ 198,893	\$ 191,868

In October 2023, upon exercising the option to acquire 75% interest to the Eastmain Project and the Ruby Hill Properties, the Company assumed a 75% share in all obligations associated with the properties. On the Eastmain Project, close to the mine camp there is tank farm comprising 38 fuel reservoirs which are subject to ongoing permitting every two years by the Ministry of Natural Resources (the **Ministry**). In September 2023, the Ministry informed the Company that the tank farm permit would not be renewed beyond the current expiration date of August 21, 2025. Consequently, the tank farm will need to be removed and the site cleaned prior to the permit expiration date. The Company has estimated a total provision for the reclamation work to be \$185,882 at July 31, 2024 (April 30, 2024 - \$183,607) based on the total future liability of \$195,000 (April 30, 2024 - \$195,000), adjusted for inflation, and a discount rate of 4.65% over a time period to expiry of the existing permit. During the three-month period ended July 31, 2024, the Company recorded accretion expense of \$2,275 (2023 - \$Nil).

8. SHARE CAPITAL

- a) Authorized:** Unlimited common shares, without par value
Unlimited preferred shares, without par value

b) Issued: During the three-month period ended July 31, 2024

During the three-month period ended July 31, 2024, there were no share issuances by the Company.

c) Issued: During the three-month period ended July 31, 2023

During the three-month period ended July 31, 2023, the Company issued 1,377,778 shares and 1,377,778 compensation warrants on the exercise of compensation units for proceeds of \$234,222. The fair value of the share component of these compensation units, totaling \$204,619, was transferred to share capital from reserves.

During the three-month period ended July 31, 2023, the Company issued 7,162,122 shares on the exercise of warrants and 1,377,778 shares on the exercise of compensation warrants for total proceeds of \$1,451,783. The fair value of these warrants, totaling \$1,107,278, was transferred to share capital from reserves.

Escrow Shares

As at July 31, 2023 and 2022, an amount of 222,857 common shares are being held in escrow subject to an escrow agreement with Tusk Exploration Ltd. These shares continue to be held due to unmet contractual obligations.

d) Share purchase warrants

A summary of changes in share purchase warrants is as follows:

	Underlying Shares	Weighted Average Exercise Price
Balance, April 30, 2023	10,018,182	\$ 0.17
Exercised	(7,162,122)	0.17
Expired	(2,856,060)	0.17
Balance, July 31, 2023 and July 31, 2024	-	\$ -

No share purchase warrants were issued during the three-month periods ended July 31, 2024 and 2023.

During the three-month period ended July 31, 2024, Nil share purchase warrants expired unexercised (2023 – 2,856,060). The fair value of these expired share purchase warrants, totaling \$Nil (2023 - \$359,955), was transferred to deficit from equity reserves.

There were no warrants outstanding as at July 31, 2024 or 2023.

Notes to the Financial Statements (continued)

e) Compensation Units and Warrants

A summary of changes in compensation units and warrants is as follows:

	Compensation Units	Compensation Warrants	Weighted Average Exercise Price
Balance, April 30, 2023	1,440,000	2,309,090	\$ 0.46
Issued	-	1,377,778	0.17
Exercised	(1,377,778)	(1,377,778)	0.17
Expired	(62,222)	-	0.17
Balance, July 31, 2023	-	2,309,090	\$ 0.64
Balance, April 30 and July 31, 2024	-	1,400,000	\$ 0.63

No compensation units or compensation warrants were issued during the three-month period ended July 31, 2024.

During the three-month period ended July 31, 2023, the Company issued 1,377,778 shares and 1,377,778 compensation warrants on the exercise of compensation units and 62,222 compensation units expired unexercised. The fair value of these expired compensation units, totaling \$18,842, was transferred to retained earnings from reserves.

Compensation units and warrants outstanding as at July 31, 2024 and April 30, 2024 are:

Expiry Date	Exercise Price per Share/Unit	Outstanding and Exercisable	
		July 31, 2024	April 30, 2024
December 21, 2025	\$0.63	1,400,000	1,400,000
		1,400,000	1,400,000

f) Stock options

A summary of changes in stock options during the three-month periods ended July 31, 2024 and 2023 is as follows:

	Underlying Shares	Weighted Average Exercise Price
Stock options outstanding, April 30, 2023	7,305,963	\$0.42
Granted in the period	600,000	\$0.41
Stock options outstanding, July 31, 2023	7,905,963	\$0.42
Stock options exercisable, July 31, 2023	7,905,963	\$0.42
Stock options outstanding, April 30, and July 31, 2024	7,005,963	\$0.29
Stock options exercisable, April 30, and July 31, 2024	7,005,963	\$0.29

On July 3, 2023, the Company granted 600,000 stock options to eligible parties, exercisable at a price of \$0.41 per share for a period of three years. The options vested immediately.

Notes to the Financial Statements (continued)

No stock options were exercised or cancelled during the three-month periods ended July 31, 2024 and 2023.

The fair value of stock options issued during the three-month period ended July 31, 2023 was estimated using the Black-Scholes Option Pricing Model with the following assumptions:

	July 3, 2023
Weighted average assumptions:	
Risk-free interest rate	3.77%
Expected dividend yield	0.00%
Expected option life (years)	3.00
Expected stock price volatility	72%
Weighted average fair value at measurement date	\$0.193

A summary of stock options outstanding as at July 31, 2024, is as follows:

Number of Stock Options Outstanding	Number of Stock Options Exercisable	Exercise Price	Weighted Average Remaining Contractual Life (in years)	Intrinsic Value	Expiry Date
9,713	9,713	\$3.00	0.47	\$0.00	January 18, 2025
70,000	70,000	\$0.076	0.59	\$0.06	March 3, 2025
2,100,000	2,100,000	\$0.12	0.74	\$0.02	April 27, 2025
1,095,000	1,095,000	\$0.21	0.84	\$0.00	June 1, 2025
600,000	600,000	\$0.41	1.92	\$0.00	July 3, 2026
1,500,000	1,500,000	\$0.35	2.38	\$0.00	December 18, 2026
131,250	131,250	\$0.265	3.08	\$0.00	August 31, 2027
1,500,000	1,500,000	\$0.45	3.38	\$0.00	December 18, 2027
7,005,963	7,005,963		1.82		

g) Share-based payments

During the three-month periods ended July 31, 2024 and 2023, the Company recorded share-based payments related to the grants of stock options and PSUs totaling \$57,814 (July 31, 2023 - \$115,740), of which \$57,814 (July 31, 2023 - \$35,580) pertained to directors and officers of the Company.

9. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. In the management of capital, the Company includes the components of shareholders' equity.

Notes to the Financial Statements (continued)

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or adjust the amount of cash and cash equivalents. Management reviews the capital structure on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes to the Company's capital management during the three-month period ended July 31, 2024.

10. FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash and cash equivalents, and trade and other payables. The fair value of the financial instruments approximates their carrying values, unless otherwise noted.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Credit risk

The Company's credit risk is mainly attributable to its liquid financial assets: cash and cash equivalents. The Company deposits cash with high credit quality financial institutions and credit risk is considered to be minimal. The Company's maximum exposure to credit risk is \$3,102,447 which is the carrying value of the Company's cash and cash equivalents at July 31, 2024.

b) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2024, the Company had available a cash and cash equivalents balance of \$3,102,447 (April 30, 2024 - \$3,020,475) to settle current liabilities of \$356,810 (April 30, 2023 - \$363,055).

c) Foreign exchange risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. As at July 31, 2022, the Company is exposed to currency risk as some transactions and balances are denominated in Australian dollars. As at July 31, 2024, a 10% change of the Canadian dollar relative to the Australian dollar would have net financial impact of approximately \$200,000 (April 30, 2024 - \$220,000). The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk.

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JULY 31, 2024

The following management's discussion and analysis of financial conditions and results of operations (the **MD&A**) has been prepared by management and provides a review of the activities, results of operations, and financial condition of Benz Mining Corp. (the **Company**). This discussion dated September 13, 2024, complements and supplements the Company's unaudited condensed interim financial statements and associated notes for the three-month periods ended July 31, 2024, and 2023. Please also refer to the cautionary statement of forward-looking information at the end of this document.

All financial information in this MD&A is prepared in accordance with International Financial Reporting Standards (**IFRS**) and reported in Canadian dollars unless otherwise noted. Additional information about the Company is available under the Company's profile at www.sedarplus.ca and www.asx.com.au.

1. COMPANY OVERVIEW AND OVERALL PERFORMANCE

The Company was incorporated under the laws of the Province of British Columbia on November 9, 2011. The Company is an exploration and development stage company engaged in the acquisition, exploration and exploitation of mineral properties located in Canada. The Company's common shares trade on the TSX Venture Exchange under the symbol "BZ", the Frankfurt Exchange under the trading symbol "1VU", and the Australian Securities Exchange under the trading symbol "BNZ".

In August 2019, the Company entered into an option agreement (the **Option Agreement**) to acquire from Fury Gold Mines Limited (formerly Eastmain Resources Inc) (**Fury Gold** or the **Vendor**), an initial 75% interest (and up to 100%) in the former producing Eastmain Gold project (the **Eastmain Project**) located in James Bay District, Quebec. In April 2020, the Company entered into an amending agreement (the **Amending Agreement**) in connection with the Eastmain Project pursuant to which the Company acquired a further option to earn an initial 75% interest (and up to 100%) in the Ruby Hill West and Ruby Hill East properties (collectively, the **Ruby Hill Properties**), located west of the Eastmain Project.

Pursuant to the Option Agreement and Amending Agreement, (collectively the **Amended Agreement**) the Company was required to issue cash and common share payments to the Vendor (the **Option Payments**) totaling \$2,695,000 over a four year period from the effective date of the original Option Agreement. In addition to the Option Payments, the Company issued to Fury Gold 3,000,000 common shares, with a fair value of \$255,000 on October 23, 2019. On May 21, 2020, the Company also issued to Fury Gold an additional 2,000,000 common shares valued at \$360,000 and 4,000,000 share purchase warrants with a fair value of \$539,078. Each warrant enabled the holder to purchase one common share of the Company at a price of \$0.12 per share until April 27, 2023. The warrants were valued using the Black-Scholes pricing model with a share price of \$0.18, risk-free rate of 0.29%, volatility of 117.92% and expected life of 2.93 years. Under the Amended Agreement the Company also committed to incur property expenditures totaling \$3,500,000 over a four year period from the effective date of the original Option Agreement (met).

On October 23, 2023, the Company made the final Option Payments under the Amended Agreement comprising \$1,350,000 in cash and the issuance of 1,237,216 common shares (determined based on the payment value of \$375,000 divided by the prevailing 10-day volume weighted average price (**VWAP**) of the Company's common shares) with a fair value of \$395,909. Upon making the final Option Payments on October 23, 2023 and having incurred the required property expenditures prior to this date, the Company

Management's Discussion and Analysis (continued)

exercised its' option to acquire a 75% right, title and interest to the Eastmain Project and the Ruby Hill Properties.

Under the terms of the Amended Agreement, the Company remains obligated to make the following additional payments to the Vendor on the occurrence of the following events:

- \$1,000,000 (the **First Milestone Payment**) within five 5 business days of the earlier of: (i) closing of project financing to develop the Eastmain Project with the intent to place the property (or any part thereof) into commercial production, or (ii) the date that is 24 months after the exercise of the option to acquire 75% interest in the Eastmain Project (being October 23, 2025). If the Company fails to make the First Milestone Payment, Fury Gold will have the right to buy back the Company's 75% interest in the Eastmain Project for \$3,500,000, of which up to \$1,225,000 may be paid in common shares of Fury Gold. Upon payment of the First Milestone Payment the Company's ownership interest in the Eastmain Project increases to 100%; and
- \$1,500,000 within 5 business days of the commencement of commercial production on the Eastmain Project (**Second Milestone Payment**).

The Company may also, at its election, pay up to 25% of the First Milestone Payment and the Second Milestone Payment in common shares of the Company. The number of common shares required to be issued will be determined by the share equivalent of such payment on the date of issuance.

Fury Gold retains a 2% Net Smelter Return (**NSR**) royalty in respect of the Eastmain Project. The Company may, at any time, purchase one half of the NSR royalty, thereby reducing the NSR royalty to a 1% NSR royalty, for \$1,500,000.

Under the terms of the Amended Agreement, the Company has the right to earn an additional 25% interest in the Ruby Hill Properties by paying an additional \$100,000 to Fury Gold by October 23, 2025, which can be paid in cash or by the issuance of common shares at the election of Fury Gold based whereby the number of common shares to be issued is based on a payment value of \$500,000 divided by the prevailing 20-day VWAP of the Company's common shares up to a maximum of 500,000 common shares.

Following the acquisition of a 100% interest in the Ruby Hill Properties, Fury Gold will retain a 1% NSR royalty, of which one half may be purchased for \$500,000 thereby reducing it to a 0.5% NSR royalty. The NSR royalty is also offset by any pre-existing royalties which may reduce the royalty burden.

During the year ended April 30, 2023, the Company has independently acquired a 100% interest in an additional 124 claims on the Ruby Hill West property for cash totaling \$19,840 and staked an additional 2 claims for registration fees totaling \$340. As at April 30, 2024 the total number of claims held on the Eastmain Project and Ruby Hill Properties totaled 547, covering 28,837.2 hectares (288.37 km²).

In August 2021, the Company acquired the Windy Mountain property, located in James Bay District, Québec, for cash totaling \$10,764. In September 2022, the Company acquired an additional 5 claims on the Windy Mountain property for cash totaling \$800. As at April 30, 2024, the total claims held on the property were 78, covering 4,109.7 hectares (41.10 km²).

2. GOING CONCERN UNCERTAINTY

The Company's condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will realize its assets and discharge its obligations in the normal course of operations. As at July 31, 2024, the Company has a working capital surplus of \$3,036,626 (April 30, 2024

Management's Discussion and Analysis (continued)

– \$3,354,082). The Company's ability to continue as a going concern is dependent on being able to obtain the necessary financing to satisfy its liabilities as they become due.

The Company is considered to be in the exploration phase. The investment in, and expenditures on, exploration and evaluation assets comprise a significant portion of the Company's activities. Mineral exploration and development is considered highly speculative and involves inherent risks.

Management believes the Company's cash position will support all of its financial obligations and expected expenditures during the next twelve months. However, the Company expects that it will need to obtain further financing in order to continue exploration activities in the future. In addition, while the Company's future activities in relation to drilling on its mineral claims look promising, there can be no assurance that the results of its exploration activities will confirm the existence of economically viable quantities of ore or that the project will ultimately go into production. There can be no assurance that management will be successful in securing adequate financing. If adequate financing is not obtained, the Company may be required to delay or reduce the scope of any or all of its exploration and development projects.

The Company reported a net loss and total comprehensive loss in the three-month period ended July 31, 2024 of \$375,270 (year ended April 30, 2024 - \$4,024,481). These recurring losses and the need for continued financing to further successful exploration activities indicate the existence of a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

The Company's financial statements do not give effect to any adjustments to the carrying values and classifications of assets and liabilities that might be necessary if the Company is unable to continue as a going concern. Such adjustments could be material.

3. OPERATIONS

Eastmain Project Background

The Eastmain Project is located approximately 750km northeast of Montreal and 316km northeast of Chibougamau and comprises 155 contiguous mining claims each with an area of approximately 52.7 ha, covering a total of 8,172.71 ha plus one industrial lease permit. It is accessible by road via the Route 167 extension, a permanent all-season road, and is serviced by an existing camp, all season gravel roads, and an airstrip. The Eastmain Project benefits from access to Chibougamau (population of 7,541) that serves as the main centre of communications and supplies for the area.

The Eastmain Project has a history of significant exploration that has been undertaken intermittently since Placer Development Limited's initial discovery of the Eastmain deposit in 1969/1970. At this time the gold-silver-copper bearing A Zone was intersected while drill-testing an airborne geophysical conductor. Subsequent drill testing of airborne conductors in the 1980's defined two additional gold-rich zones known as the B and C Zones. In 1987, the Placer and MSV Resources Inc. joint venture completed underground development on the Eastmain deposit including an 826.2 m decline, 226.2 m of sub-level drifting, and 95.5m of raising. In 1994 to 1995, MSV Resources Inc. mined 118,356 tonnes grading 10.58 g/t Au and 0.3% Cu by room and pillar mining. The mineralization was processed at the Copper Rand Mine in Chibougamau, and 40,000 oz of Au was recovered. Fury Gold acquired a 100% interest in the Eastmain Project from Campbell Resources Inc. in 2007.

On August 7, 2019, the Company entered into the Option Agreement with Fury Gold followed by the Amending Agreement on April 30, 2020. Upon making the final Option Payments on October 23, 2023 and

Management's Discussion and Analysis (continued)

having incurred the required property expenditures prior to this date, the Company exercised its' option to acquire a 75% interest in the Eastmain Project and the Ruby Hill East and West properties.

Ruby Hill Properties Background

The Ruby Hill East property is located within the upper Eastmain greenstone belt of James Bay, Québec where the Eastmain Gold deposit is located. The Stornoway diamond mine is located about 80 km north of the property. The Ruby Hill East property consists of 88 mineral claims (4,640 ha) in a single block contiguous to the west with the Eastmain Mine Project. Fury Gold completed drill programs in 2008 and in 2016. In 2008, eight holes were drilled totalling 1,263m. In 2016, five diamond drill holes were completed totalling 1,044m.

The Ruby Hill West property is located approximately 800 km north of Montreal, 320 km north-northeast of Chibougamau and 160 km north of Temiscamie, Québec. The Ruby Hill West property consists of 302 contiguous claim cells (15,919.18 ha) in a single block. The eastern boundary of the property is located approximately 18km west of the Eastmain Project and 10 km from highway 167 North. The Ruby Hill West property is helicopter accessible from the base camp on the Eastmain Project.

Fury Gold commenced exploration in 2005, completed a drill program testing airborne geophysical targets in 2008 and a surface prospecting program in 2016. In 2008, 21 holes were drilled totalling 3,648 m. The 2016 work program consisted of geological mapping and prospecting. A total of 237 outcrops were described and 158 grab samples were collected. From the 158 collected samples, seven returned gold values >100 ppb, amongst which four assayed >1 g/t gold. The best gold value obtained is 18.15 g/t.

In the western part of the Ruby Hill West property, samples of a spodumene-bearing pegmatite dyke returned values of 0.50% to 2.19% lithium with very anomalous tantalum, cesium and rubidium values.

Exploration Activities at Eastmain Project

On May 23, 2023, the Company announced an updated independent Mineral Resource Estimate (**MRE**) on the Eastmain Project. The updated MRE has been possible following extensive drilling campaigns on the Eastmain Mine Shear Zone during 2021/22.

The updated MRE for the Eastmain Project, prepared by P&E Mining Consultants Inc. (**P&E**) has been estimated at 621 koz Inferred and 384 koz Indicated gold at respective grades of 5.1 and 9.0 g/t Au.

Table 1: Eastmain Project Updated Mineral Resources at 2.5 g/t Au Cut-off.

Classification	Tonnes (Mt)	Au (g/t)	Au (koz)
Indicated	1.3	9.0	384
Inferred	3.8	5.1	621

Notes:

1. The Mineral Resources described above have been prepared in accordance with the CIM Standards (Canadian Institute of Mining, Metallurgy, and Petroleum, 2014) and follow Best Practices outlined by CIM (2019).
2. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
3. The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.
4. The underground Mineral Resources in this estimate have been reported using a 2.5 g/t lower cut-off based on US\$1,800/oz Au, 0.77 US\$ FX, 95% process recovery and costs of C\$125/t mining, C\$40/t processing and \$15/t G&A. Up-dip cut-and-fill mining is envisioned for extracting mineralization at Eastmain.
5. The Eastmain Zones have been classified as Indicated and Inferred according to drill spacing and two grade estimation passes. Underground Mineral Resources have been classified manually within a constraining volume to remove isolated areas not satisfying reasonable prospects for eventual economic extraction ("RPEEE") and have been reported using an approximate 2 m minimum down hole intercept.

Management's Discussion and Analysis (continued)

6. Historical workings were depleted from the Mineral Resource model.
7. The bulk density of 2.95 t/m³ has been applied based on measurements taken on the drill core with Au values equal or greater than 2.0 g/t. This value was assigned to the block model.
8. The MRE is based on a block model with a parent block size in mineralized domains of 10 m x 10 m x 10 m with subcells as small as 0.5 m.
9. Tonnage and grades have been expressed in the metric system, and gold metal content has been expressed in troy ounces.
10. The tonnages have been rounded to the nearest 100 kt and the metal content has been rounded to the nearest 1 k ounces. Gold grades have been reported to one decimal place.

This MRE is an update from the previously reported NI 43-101 compliant MRE (2019) of 236.5 koz indicated and 139.3 koz of inferred at respective grades of 8.19 g/t Au and 7.48 g/t Au on the Eastmain Project. This updated MRE was prepared and is reported in accordance with NI 43-101 and JORC 2012 and is effective as of May 24, 2023. The Company engaged International Resource Solutions of Australia and P&E of Canada to prepare the updated MRE of the Eastmain Project. The updated MRE is based on 383 diamond drill holes totalling 103,444 m.

The MRE is sensitive to the selection of a reporting Au cut-off value, as demonstrated in Table 2.

Table 2: Mineral Resource Estimate Sensitivity to Au Cut-off Grade.

Cut-off Au (g/t)	Indicated			Inferred		
	Tonnes (Mt)	Au (g/t)	Au (koz)	Tonnes (Mt)	Au (g/t)	Au (koz)
4.5	1.0	10.5	351	1.6	7.4	370
4.0	1.1	10.0	362	2.1	6.6	444
3.5	1.2	9.6	371	2.6	6.0	510
3.0	1.3	9.3	380	3.3	5.5	576
2.5	1.3	9.0	384	3.8	5.1	621
2.0	1.4	8.6	392	4.7	4.6	685
1.5	1.5	8.4	393	5.5	4.1	733
1.0	1.5	8.3	394	6.0	3.9	755

Notes 1 – 10 below Table 1 also above apply.

Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Mineral Resource Estimates do not account for mineability, selectivity, mining loss and dilution. Inferred Mineral Resources are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as Mineral Reserves. There is also no certainty that Indicated Mineral Resources will be converted into Mineral Reserves, once economic considerations are applied; or that Inferred Mineral Resources will be converted to Measured and Indicated classifications through further drilling, or into Mineral Reserves, once economic considerations are applied.

During July 2023, the Company reported that 45 diamond drill holes were drilled for a total of 17,965m¹. The drilling program was designed to extend the gold deposit to the northern part of the property and to explore outside of the known mine area and along the northwestern trend that includes the Suzanna, Michel and Julien prospects whilst the Company was waiting for assays from additional drilling done over the zones the subject of the May 2023 resource upgrade.

¹ Refer release dated 27 July 2023: New High-Grade Gold and Copper Discoveries on the Eastmain Project.

Management's Discussion and Analysis (continued)

The drilling program followed a strategy of targeting previously identified time domain electromagnetic anomalies at the Eastmain Mine area and Induced Polarisation at the Julien, Suzanna and Michel prospect areas, to follow the best geophysical response, interpreted to be caused by sulphide rich gold mineralisation. The Company was pleased to report new high-grade discoveries on the Suzanna and Michel prospects, including a new copper-gold discovery, including:

- 4.85m at 7.50 g/t and 1.91% Cu from 76.65m (EM22-272); and
- 3.40m at 9.32 g/t from 264.10m at Suzanna (EM22-260).

Both holes are located in a wide-open area with very few drill holes at Michel (EM22-272) and Suzanna (EM22-260).

In addition, drilling at Zone E yielded several positive intersections that should result in the expansion of the gold mineralisation in that area. It is also anticipated that Zone NW will continue to expand with the new results indicating continuance towards the northwest and the north that will be investigated by further drilling.

The Eastmain Project remains a focus for the Company with further gold targeting studies being undertaken during the quarter ended July 31, 2024. The studies focused on both the high-grade structural trends of the Eastmain Mine, and new regional opportunities within the tenement package. The Upper Eastmain belt remains underexplored and is in the right geological setting for a new significant gold discovery.

Exploration Activities at Ruby Hill Properties

In late May 2023, mapping and prospecting work led to the discovery of the new Mikisiw area of outcrops and blocks of spodumene bearing LCT (lithium-cesium-tantalum) pegmatite. Further mapping then uncovered a third spodumene bearing outcrop approximately 2km west of Mikisiw.

Drilling on the Ruby Hill West (**RHW**) and Mikisiw pegmatite targets concluded in early November 2023 and results were received and interpreted². The drill program consisted of 19 holes for approximately 2,940m via a single helicopter supported diamond drill rig. An additional 58.95m of trench channel samples were also completed targeting visible pegmatite outcrops.

Results show we have a significant LCT pegmatite system at the RHW property with drilling uncovering multiple thick LCT pegmatite dykes. While the thicknesses and fertility indicators are highly encouraging, the individual pegmatite dykes exhibit internal zonation, moving from spodumene rich to spodumene poor zones over short distances. Importantly, all the ingredients for a major lithium discovery still exist on the Ruby Hill West property, with over 25km of mostly unexplored prospective lithium trend remaining to be tested. The geological setting still suggests that additional discoveries are likely, with further work needed on uncovering the spodumene rich parts of the system.

Drilling followed up on the previously announced intersection of **26.1m at 1% Li₂O** from hole RHW22-006³. Hole RHW23-025 targeted the down dip extension of RHW22-006, and intersected **10.7m at 0.67% Li₂O**, within a greater **21.3m** LCT pegmatite. Trenching uncovered **19.5m at 1.13%** in RHW23CH-004, which significantly increased the mineralised zone of the pegmatite. The RHW pegmatites form a series of subparallel pegmatite dykes that typically dip 50 to 60 dg to the NW, changing to sub-horizontal near

² Refer release dated 13 February 2024: Ruby Hill West 2023 Drill Results.

³ Refer release dated 29 April 2022: Multiple Spodumene Pegmatites Intersected in Maiden Drill Program at Ruby Hill West.

Management's Discussion and Analysis (continued)

surface. The pegmatite dykes appear to closely follow the contacts of a differentiated mafic-ultramafic sill.

At the Mikisiw (**M2**) target, drilling intersected a stacked sequence of LCT pegmatites. Similar to RHW, there is evidence of internal zonation. Drillhole RHW-017 hit **11.11 at 0.56% Li₂O** within a wider **32.62m** pegmatite intersection. Several other thick pegmatite dykes were intersected showing encouraging lithium fertility indicators, however, did not intersect mineralised spodumene zones. Attention will now turn to vectoring into the spodumene rich zones within this stacked LCT pegmatite system.

LCT pegmatites on the RHW property are spatially associated with both mafic-ultramafic intrusions following D1 shearing and Late NE-SW and NW-SE structures. The intersection of these 2 trends is a potential trap for the more prospective LCT pegmatites. With this criterion, there are clear upside exploration targets at the RHW pegmatite. The prospective mafic-ultramafic sill combined with late structures is interpreted to extend for up to 2km either side of the known pegmatite intersections providing an immediate target for strike extension.

During the quarter ended July 31, 2024, no further work was completed on the Ruby Hill properties.

Corporate Activities

During the quarter ended July 31, 2024, Management continued to actively review new opportunities worldwide to strategically expand our portfolio and enhance shareholder value.

4. REVIEW OF FINANCIAL RESULTS

Summary of Quarterly Results

	Jul. 31, 2024	Apr. 30, 2024	Jan. 31, 2024	Oct. 31, 2023	Jul. 31, 2023	Apr. 30, 2023	Jan. 31, 2023	Oct. 31, 2022
Interest income	\$ 22,600	\$19,443	\$ 25,578	\$ 38,082	\$ 60,079	\$60,132	\$53,094	\$ 3,058
Operating loss	(417,699)	(936,572)	(376,014)	(2,542,805)	(1,743,637)	(3,561,977)	(1,243,739)	(717,977)
Net loss	(375,270)	(886,408)	(387,255)	(1,360,372)	(1,390,446)	(2,190,019)	(679,764)	(558,748)
Basic and diluted loss per share	(0.00)	(0.01)	(0.00)	(0.01)	(0.01)	(0.02)	(0.01)	(0.00)

During the three-month periods ended July 31, 2024 and 2023, exploration and evaluation costs consisted of the following:

	July 31, 2024	July. 31, 2023
Geology	33,249	492,658
Location/camp services	18,820	158,905
Drilling	9,985	266,545
Geochemical analysis	11,404	380,502
Geophysics	-	4,400
Environment	3,565	8,170
Health & safety	-	24,033
Property Maintenance	12,004	18,973
Exploration tax credits	(25,000)	-
Total exploration and evaluation costs	64,027	1,354,186

Management's Discussion and Analysis (continued)

Quarter Ended July 31, 2024, compared with the Quarter Ended July 31, 2023.

During the quarter ended July 31, 2024, the Company had a net loss of \$375,270 compared to a net loss of \$1,390,446 for the quarter ended July 31, 2023. The difference between these two quarters is primarily due to the following:

- Decrease in interest income of \$37,479;
- Decrease in exploration and evaluation costs of \$1,290,159 related to the Eastmain, Ruby Hill East and Ruby Hill West drilling programs (including an increase in exploration tax credits receivable of \$25,000);
- Decrease in share-based payments recognised of \$57,926;
- Increase in salaries and wages of \$65,450;
- Decrease in settlement of flow-through share premium liability of \$342,000; and
- Favourable movement in foreign exchange rates totalling \$70,992.

Explanation of Quarterly Results

During the three months ended July 31, 2024, the Company recorded an operating loss of \$417,699 and net loss of \$375,270. Net loss was mainly comprised of exploration and evaluation costs of \$64,027, salaries and wages of \$65,450, share-based payments of \$57,814, management and consulting fees of \$125,932, and professional fees of \$34,955 offset by interest income of \$22,600.

During the three months ended April 30, 2024, the Company recorded an operating loss of \$936,572 and net loss of \$886,408. Net loss was mainly comprised of exploration and evaluation costs of \$142,166, reclamation costs of \$179,078, management and consulting fees of \$111,701, share-based payments of \$318,349, salaries and wages of \$65,009, professional fees of \$61,759 offset by interest income of \$19,443.

During the three-months ended January 31, 2024, the Company recorded an operating loss of \$376,014 and net loss of \$387,255. Net loss was mainly comprised of exploration and evaluation costs of \$50,803, management and consulting fees of \$127,821, office and miscellaneous expenses of \$43,257, salaries and wages of \$51,159 and professional fees of \$61,051 offset by settlement of flow-through share premium liability of \$861,576, and interest income of \$25,578. However, in addition, during the quarter there were a number of one-off transactions impacting net loss:

- i. The Québec wildfires during the exploration season of 2023 resulted in mandatory evacuations of the area around the Eastmain camp which lead to the Company being unable to fully spend its exploration budget. Consequently, the Company realized a shortfall on its Canadian and Québec Exploration Expenditures (**CEE/QEE**) commitments related to its September 21, 2022 flow-through financing (refer section 6 below). In accordance with the flow-through rules, the Company amended the amounts of CEE/QEE and the federal 30% Critical Mineral Exploration Tax Credit (**CMETC**) previously renounced to the flow-through share subscribers. Under the terms of the subscription agreements, the Company is obligated to indemnify subscribers for the cost of any additional Federal or Provincial income taxes payable as a result of the shortfall. Accordingly, during the quarter, the Company realized a loss of \$1,387,818 relating to the indemnification of tax liabilities to the flow-through share subscribers attributable to each subscriber's proportionate share of the shortfall. The Company is also subject to interest on flow-through proceeds renounced under the lookback rules in respect of prior years (**Part XII.6 tax**), and penalties, in accordance with regulations in the Income Tax Act (Canada), if it is determined that flow-through proceeds were not properly or timely spent on

Management's Discussion and Analysis (continued)

CEE/QEE. During the quarter, the Company realized a loss of \$315,164 relating to Part XII.6 tax and penalties.

- ii. During the quarter, the Company's Australian GST registration was completed. Included in its initial return was a refund for GST which had originally been written off along with the underlying expenditures and related to prior fiscal years. Consequently, during the quarter, the Company recognized a gain related to GST refunded amounting to \$162,500 which has been recorded as part of net loss for the quarter.
- iii. During the quarter, the Company fell victim to a 'Spear Phishing' attack, whereby hackers were able to gain access to a team members' email account and then misrepresent themselves as a key supplier and request changes to the supplier's bank payment details. As soon as the attack was identified the counterparty bank was able to freeze the hacker's account and recover some but not all of the funds. Investigations to trace the remaining funds were unsuccessful. Additional internal controls have now been implemented designed to prevent this incident from recurring. A total of \$110,851 was lost as a result of the attack which has been recorded as part of net loss for the quarter.
- iv. The Company is entitled to receive Québec Resource Tax Credits and Québec Mining Duties at the rates of 38.75% and 16% respectively on certain eligible exploration expenditures incurred in Québec. During the quarter, the Company recognized the estimated tax credits receivable of \$455,000 as a reduction to exploration and evaluation expenditures incurred.

During the three-months ended October 31, 2023, the Company recorded an operating loss of \$2,542,805 and net loss of \$1,360,372. Net loss was mainly comprised of exploration and evaluation costs of \$2,301,104, management and consulting fees of \$114,243, office and miscellaneous expenses of \$54,714, foreign exchange loss of \$35,484, offset by settlement of flow-through share premium liability of \$1,179,835 and interest income of \$38,082.

During the three-months ended July 31, 2023, the Company recorded an operating loss of \$1,743,637 and net loss of \$1,390,446. Net loss was mainly comprised of exploration and evaluation costs of \$1,354,186, management and consulting fees of \$129,846, share-based payments of \$115,740, foreign exchange loss of \$48,888, offset by settlement of flow-through share premium liability of \$342,000 and interest income of \$60,079.

During the three months ended April 30, 2023, the Company recorded an operating loss of \$3,561,977 and net loss of \$2,190,019. Net loss was mainly comprised of exploration and evaluation costs of \$3,333,730, management and consulting fees of \$136,376, foreign exchange loss of \$54,026, offset by settlement of flow-through share premium liability of \$1,365,852 and interest income of \$60,132.

During the three months ended January 31, 2023, the Company recorded an operating loss of \$1,243,739 and net loss of \$679,764. Net loss was mainly comprised of exploration and evaluation costs of \$897,318, management and consulting fees of \$203,467, office and miscellaneous expense of \$65,728, offset by settlement of flow-through share premium liability of \$408,073, foreign exchange gain of \$102,808 and interest income of \$53,094.

During the three months ended October 31, 2022, the Company recorded an operating loss of \$717,977 and net loss of \$558,748. Net loss was mainly comprised of exploration and evaluation costs of \$383,532, management and consulting fees of \$203,279, office and miscellaneous expense of \$71,273, offset by settlement of flow-through share premium liability of \$124,688.

Management's Discussion and Analysis (continued)

5. LIQUIDITY AND CAPITAL RESOURCES

A summary of the Company's working capital balances is as follows:

	July 31, 2024	April 30, 2024
Cash and cash equivalents	3,102,447	3,020,475
Sales taxes recoverable	35,754	34,386
Other receivables	153,155	550,785
Prepaid expenses and deposits	102,080	111,491
Trade and other payables	(157,917)	(171,187)
Flow-through share premium liability	-	-
Other provisions	(198,893)	(191,868)
Working Capital	3,036,626	3,354,082

The changes in working capital are primarily due to operating activities, as discussed in the previous section, and investing and financing activities as detailed below.

Cash Used in Investing Activities

Three-month periods ended July 31, 2024 and 2023

During the three-month periods ended July 31, 2024 and 2023, there were no cashflows arising from investing activities.

Cash from Financing Activities

Three-month period ended July 31, 2024

During the three-month periods ended July 31, 2024, there were no cashflows arising from financing activities.

Three-month period ended July 31, 2023

During the three-month period ended July 31, 2023, the Company issued:

- 1,377,778 shares and 1,377,778 compensation warrants on the exercise of compensation units for proceeds of \$234,222, and
- 7,162,122 shares on the exercise of warrants and 1,377,778 shares on the exercise of compensation warrants for total proceeds of \$1,451,783.

6. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements other than those discussed above.

Management's Discussion and Analysis (continued)

7. RELATED PARTY TRANSACTIONS

Key management personnel include the members of the Board of Directors and officers of the Company, who have the authority and responsibility for planning, directing, and controlling the activities of the Company. The remuneration of directors and officers for the three-month periods ended July 31, 2024 and 2023 was as follows:

	July 31, 2024	July 31, 2023
Salaries, bonuses, fees and benefits		
Management, director and consulting fees to the officers and directors of the Company (including \$12,000 (2023 - \$53,900) classified with exploration and evaluation costs)	\$ 176,248	\$ 163,941
Share-based payments		
Officers and directors of the Company	57,814	38,580
	\$ 234,062	\$ 202,521

In the normal course of operations, the Company transacts with companies related to its directors or officers. The following amounts payable to related parties are unsecured, non-interest bearing, due on demand, and are included in trade and other payables:

	July 31, 2024	April 30, 2024
Management fees and provision for accrued vacation	\$ 45,253	\$ 30,881

8. PROPOSED TRANSACTIONS

As is typical of the mining industry, the Company is continually reviewing potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value.

9. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, other receivables, and trade and other payables. The fair value of these financial instruments approximates their carrying value due to the relatively short-term maturity of these instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity, foreign exchange, interest and price risks arising from these financial instruments. For a summary of how the Company manages these risks, please refer to Note 12 of the audited annual financial statements for the year ended April 30, 2024.

10. ADDITIONAL DISCLOSURES

Additional Disclosure for Venture Issuers without Significant Revenue

Detail regarding material items within general and administrative expenses has been provided throughout this document.

Outstanding Shares

Authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

Management's Discussion and Analysis (continued)

As at the date of this MD&A, the Company had the following issued and outstanding common shares and unexercised stock options, warrants and agent compensation options:

	Shares and Potential Shares
Common shares outstanding	169,138,794
Stock options (weighted average exercise price \$0.29)	7,005,963
Warrants (weighted average exercise price - \$Nil)	-
Compensation units and warrants (weighted average exercise price \$0.63)	1,400,000
Performance share units (weighted average exercise price \$Nil)	1,000,000
Total common shares and potential common shares	178,544,757

As at July 31, 2024, an amount of 222,857 common shares were held in escrow subject to an escrow agreement with Tusk Exploration Ltd. Due to unmet contractual obligations relating to the completion of an option purchase agreement that was relinquished in 2016, these shares continue to be held. The Company plans to cancel the shares held in escrow at a future date.

Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Critical Judgements and Estimates

The financial statements are prepared in accordance with IFRS. The preparation of financial statements in conformity 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 revenue and expenses during the reporting period.

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies that has the most significant effect on the amounts recognized in the Company's financial statements are the impairment of exploration and evaluation assets, the valuation of share-based payments and the valuation of deferred tax assets and liabilities.

For a summary of significant accounting judgements and estimates, please refer to Note 2 of the audited annual financial statements for the year ended April 30, 2024. Management believes it has made estimates that best reflect the facts and circumstances, however, actual results may differ from estimates.

Management Changes

On January 27, 2023, Xavier Braud resigned from his role as Chief Executive Officer and Head of Corporate Development (Australia). Evan Cranston, Executive Chairman, agreed to act as the Interim Chief Executive Officer until the Board makes a permanent appointment to the position.

On February 1, 2023, Daniella Tintor was appointed Corporate Secretary (Canada) replacing Mathew O'Hara who filled the role in an interim position.

On November 17, 2023, Mark Lynch-Staunton was appointed Chief Development Officer.

Management's Discussion and Analysis (continued)

11. RISKS AND UNCERTAINTIES

Our business, operating, and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing our Company. Additional risks not presently known, or that the Company currently deems immaterial, may also impair our business operations. If any such risks actually occur, the financial condition, liquidity, and results of operations of the Company as well as the ability of the Company to implement its growth plans could be materially adversely affected.

The following is a description of certain risks and uncertainties that may affect the business of the Company.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation, or production history. The Company was incorporated on November 9, 2011 and has yet to generate a profit from its activities. The Company is subject to all the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Exploration, Development, and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience, and knowledge may not eliminate. Few properties, which are explored, are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature, and there can be no assurance that any minerals discovered will be discovered in sufficient quantities to warrant commercial exploitation. The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development, and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding, and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations, and financial performance of the Company.

Substantial Capital Requirements and Liquidity

Substantial additional funds will be required and there can be no assurances given that the Company will be able to raise the necessary funds. To meet such funding requirements, the Company may undertake additional equity financing, which would be dilutive to shareholders. There is no assurance that additional financing will be available on terms acceptable to the Company, or at all. If the Company is unable to obtain additional financing as needed, it may be required to discontinue operations.

Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other mining companies, many of which have greater financial, technical, and other resources than the Company, for, among other things, the acquisition of minerals claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

Management's Discussion and Analysis (continued)

Reliance on Management and Dependence on Key Personnel

The success of the Company is currently largely dependent upon the performance of its directors and officers, and the ability to attract and retain its key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Fluctuating Mineral Prices and Marketability of Minerals

The market price of any mineral is volatile and affected by many factors beyond the Company's control, including but not limited to: international supply and demand, consumer product demand levels, international economic trends, commodity prices, operations costs, variations in mineral grade, fluctuations in the market price of minerals, currency exchange rate fluctuations, the level of interest rates, the rate of inflation, global or regional political events, and international events as well as a range of other market forces. Depending on the price of certain minerals, the Company may determine that it is impractical to continue its mineral exploration or development operations, if any. Sustained downward movements in mineral market prices could render less economic, or uneconomic, some or all of the mineral extraction and/or exploration activities to be undertaken by the Company. The marketability of minerals is affected by factors such as government regulation of mineral prices, royalties, allowable production, and the importation and exportation of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of minerals found, if any, on the Company's properties.

No Mineral Reserves or Mineral Resources

Mineral resources are estimates of the size and grade of deposits based on limited sampling and on certain assumptions and parameters. No assurance can be given that the anticipated tonnages and grades will be achieved or realized. Prolonged declines in the market price of silver, copper, lead or zinc may render mineral resources containing relatively lower grades of mineralization uneconomic and could materially reduce any estimate of resources. Should such declines occur, the Company could be required to take a material write-down of its investment in mining properties or the development of new projects, resulting in increased net losses.

Environmental Risks

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions, local laws, and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that operations be operated, maintained, abandoned, and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability, and potentially increased capital expenditures and operating costs.

Governmental Regulations and Processing Licenses and Permits

The activities of the Company are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards, and occupational health, mine safety, toxic substances, and other matters. Although the Company believes that its activities are currently

Management's Discussion and Analysis (continued)

carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted, or that existing rules and regulations will not be applied in a manner, which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations, and financial performance of the Company. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

Conflicts of Interest

Certain directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The Business Corporations Act of British Columbia (**BCBCA**) provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Markets for Securities

There can be no assurance that an active trading market in the Company's shares will be established and sustained. The market price for the Company's shares could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of the Company's peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of Company. The stock market has from time-to-time experienced extreme price and volume fluctuations, particularly in the mining sector.

Uninsurable Risks

Exploration, development, and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes, and other environmental occurrences. It is not always possible to obtain insurance against all such risks, and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares. The Company does not intend to maintain insurance against environmental risks.

12. APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

13. FORWARD LOOKING INFORMATION

This MD&A is based on a review of the Company's operations, financial position, and plans for the future based on facts and circumstances as of September 13, 2024.

Certain statements contained in this MD&A may constitute "forward looking information" as such term is used in applicable Canadian securities laws. Forward-looking information is based on plans, expectations and estimates of management at the date the information is provided and is subject to certain factors and

Management's Discussion and Analysis (continued)

assumptions, including, that the Company's financial condition and development plans do not change as a result of unforeseen events and that the Company obtains regulatory approval. Forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Factors that could cause the forward-looking information in this news release to change or to be inaccurate include, but are not limited to, the risk that any of the assumptions referred to prove not to be valid or reliable, that occurrences such as those referred to above are realized and result in delays, or cessation in planned work, that the Company's financial condition and development plans change, and delays in regulatory approval, as well as the other risks and uncertainties applicable to the Company as set forth in the Company's continuous disclosure filings filed under the Company's profile at www.sedarplus.ca and www.asx.com.au. The Company undertakes no obligation to update these forward-looking statements, other than as required by applicable law.

14. COMPETENT PERSON'S STATEMENT

The information in this announcement that relates to the Mineral Resource Estimate was first reported under the JORC Code by the Company on May 24, 2023. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and confirms that all material assumptions and technical parameters underpinning the estimate continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this announcement that relates to historical exploration results was first reported to the ASX in accordance with ASX Listing Rule 5.7 on the dates identified throughout this announcement. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements.