GOLDEN HORSE MINERALS LIMITED
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2024

(Expressed in Canadian Dollars)

INTRODUCTION

This management's discussion and analysis of financial condition and results of operations (this "**MD&A**") focuses upon the activities, results of operations, liquidity and capital resources of Golden Horse Minerals Limited ("**Golden Horse**" or the "**Company**") and its wholly owned subsidiaries (collectively, the "**Group**"), for the three months ended and year ended December 31, 2024. In order to better understand this MD&A, it should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended December 31, 2024. The Company's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**") and International Accounting Standards as issued by the International Accounting Standards Board ("**IASB**") and Interpretations (collectively "**IFRS Accounting Standards**") and filed with appropriate regulatory authorities in Canada. This MD&A is current dated March 28, 2025 and dollar amounts contained in this MD&A are expressed in Canadian dollars, except as otherwise disclosed.

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the size and timing of future exploration on and the development of the Company's properties are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of our CDI price and volume; penalties and interest due in connection with any late tax filings; and other reports and filings with applicable Canadian securities regulators. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR+ with the Canadian regulatory agencies and with the ASX to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents of the Company that do not form part and are not incorporated by reference into this MD&A including, but not limited to, all documents filed on the Company's SEDAR+ profile at www.sedarplus.com or on the Company's ASX profile at https://www.asx.com.au/markets/company/ghm.

Qualified Person and ASX Competent Person Statement

Mr. Jonathan Lea is a Member of the Australian Institute of Mining and Metallurgy and is a consultant to Golden Horse Minerals Limited and an independent Qualified Person as defined by National Instrument 43-101. Mr Lea is responsible for the technical disclosure contained in this document. Mr. Lea has reviewed and approved the technical disclosure in this MD&A.

INTRODUCTION (CONT'D…)

The information in this MD&A relating to exploration results was previously announced to the ASX by Golden Horse in the prospectus issued in connection with Golden Horse's ASX listing released to ASX on December 12, 2024, and in announcements to ASX dated February 10, 2025, February 14, 2025, February 18, 2025 and March 6, 2025 (together, the "**Original Market Announcements**"). 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.

CORPORATE OVERVIEW

The Company is a mineral exploration and development company listed on the Australian Securities Exchange (ASX) under the symbol "GHM" and previously on the TSX Venture Exchange under the symbol "GHML" (delisted on December 31, 2024). The Company is focussed on gold exploration and has consolidated the rights to a large tenement package in one of Australia's most successful gold provinces in Western Australia.

The Company's registered and records office address is 1700-666 Burrard Street, Vancouver, British Columbia, Canada V6C 2X8. The Company maintains its head office in Australia located at 34 Colin Street, West Perth, Western Australia, Australia, 6005.

Our experienced technical team is supported by:

- Graeme Sloan: Chairman who is a qualified Mining Engineer with over 35 years experience as Managing Director/CEO, Non-Executive Director, Chairman and Member of Audit, Risk, Sustainability Committees within the resource sector;
- Nicholas Anderson: Managing Director / CEO who is a chemical engineer and executive leader with extensive experience in the resources sector. Over the past 20 years, he has led the growth of multiple businesses in the mining and mining services sector and has experience in capital raising, structured debt and complex mergers and acquisitions;
- Brett Dunnachie: Non-Executive Director who is a highly accomplished Chartered Accountant with over two decades of extensive corporate experience, having begun his career at a leading international chartered accounting firm. He currently serves as the Chief Corporate Officer of Emerald Resources NL (ASX: EMR) an ASX 200 company;
- James Harris: Non-Executive Director, with over 30 years of experience in the management of construction and engineering projects in Australia and overseas, and has extensive experience as a director of various business;
- Josh Conner: COO who is a highly experienced executive with organisations within the resource industry and that undergo transformational growth; and
- Martin Bouwmeester: CFO and Company Secretary who is a highly experienced executive within the resource industry and is a Fellow Certified Practicing Accountant.

SUMMARY OF KEY EVENTS

SELECTED FINANCIAL INFORMATION

The following table provides selected financial information that should be read in conjunction with the audited Consolidated Financial Statements and notes of the Company for the applicable year:

Summary of Results	December 31, 2024 $	December 31, 2023 $	December 31, 2022 $
Total revenue	---	4,059,767	---
Net loss for the period	6,288,743	961,840	1,092,580
Basic and diluted loss per Share	(0.13)	(0.04)	(0.01)
Current assets	13,501,030	2,376,795	200,694
Total assets	35,159,261	9,624,012	4,821,844
Total liabilities	5,261,101	1,183,451	1,794,293
Shareholders' equity	29,898,160	8,440,561	3,027,551

Net cash outflow used in operating activities for the year totaled $2.02 million (December 31, 2023: outflow of $0.10 million) and net cash used in investing activities for the year totaled $.3.08 million (December 31, 2023: $1.03 million), being primarily, payments for exploration and evaluation activities.

Net cash provided by financing activities totaled $16.72 million (December 31, 2023: $2.95 million) and included proceeds of A$18.0 million (before costs) from the issue of Chess Depositary Interests ("**CDIs**") over common shares in the Company ("**Share**") via an initial public offer ("**IPO**") and listing on the Australian Securities Exchange ("**ASX**").

Cash on hand as at December 31, 2024 was $13.4 million (December 31, 2023: $1.93 million).

All Company announcements are, to the extent required under applicable securities laws or stock exchange rules, filed on SEDAR+ at www.sedarplus.com, with the ASX at https://www.asx.com.au/markets/company/ghm or on the Company's Website at www.goldenhorseminerals.com.

SHARE CAPITAL

On July 17, 2024, the Company consolidated its issued and outstanding Shares at a ratio of four (4) pre-consolidation Common Shares to one (1) post-consolidation Share (the "**Consolidation**"). Unless otherwise noted, all references to Shares, options, warrants, performance rights and inducement shares in this report are on a post-Consolidation basis.

Share Capital

As at December 31, 2024, the Company had 155,900,671 Shares outstanding. As of the date of this MD&A, the Company has 156,275,671 Shares outstanding.

Options

As at December 31, 2024, the Company had 3,151,250 stock options outstanding. As at the date of this MD&A, the Company has 2,613,750 stock options outstanding.

Warrants

As at December 31, 2024, the Company had 9,210,181 common share purchase warrants outstanding. As of the date of this MD&A, the Company has 8,950,922 common share purchase warrants outstanding.

SHARE CAPITAL (CONT'D…)

Performance Rights

As at December 31, 2024, the Company had 4,579,077 performance rights outstanding. As at the date of this MD&A, the Company has 4,204,077 performance rights outstanding.

Inducement Shares

As at December 31, 2024, the Company had 795,000 inducement shares outstanding. As at the date of this MD&A, the Company has 795,000 inducement shares outstanding.

OPERATIONS

The following summary of the Company's operations is qualified by the fact that the terms and commitments of the Company with respect to its exploration and evaluation assets are subject to change if and when the Company and its partners mutually agree to new terms and conditions.

Southern Cross Project, Australia

The Southern Cross Project is situated immediately north and south of the town of Southern Cross, in Western Australia, approximately 390 km east of Perth and 220 km west of Kalgoorlie. The Southern Cross Project tenements stretch approximately 95 km north-northeast and 35 km south from Southern Cross. The Southern Cross Greenstone Belt (the **SCGB**) has produced gold from over 150 deposits including four deposits >1 Moz of gold. The tenements are in a nearly contiguous package of the SCGB of approximately 130 km in strike length and 1,888 km^2 area. This is the first known time in the history of the exploration and mining of the SCGB that a single company has controlled tenements over the majority of the belt north of Southern Cross. The tenements were selected principally based on their potential to host economic gold mineralisation. Two gold mineral processing facilities, operated by third parties, are located within 75km of the Southern Cross Project, at Marvel Loch and Westonia. These mills have the potential to toll treat third-party miners.

Below is an overview of the Company's operational activities for the year ended December 31, 2024.

<u>Enterprise Project</u>

As announced on January 8, 2024, the Company entered into a binding agreement to wholly acquire the Bullfinch North lithium and gold project, located in the northern part of the Southern Cross Greenstone Belt, from Enterprise Metals Ltd. A second agreement covered the direct purchase of an exploration licence wholly owned by Enterprise Metals.

On July 9, 2024, the Company announced that it had entered into an agreement with Nickgraph to vary the terms of the Option Agreement in relation to the Enterprise Option Extension. The Enterprise Option Extension was varied, such that the payment of A$100,000 would now accrue monthly, at a rate of A$16,667 per month for a six-month period ending January 10, 2025 (A$100,000 in total), with payment for the Enterprise Option Extension due to be paid by the Company upon the Company's ASX Listing Date. The Company exercised its option and in December 2024, the Company paid Nickgraph A$400,000 cash and issued 1,048,464 Shares in the Company to the vendors (being A$400,000 worth of Shares).

<u>Enniun & Copperhead</u>

On July 22, 2024 the Company announced it entered into agreements to extend the term of two existing key agreements for the Ennuin and Copperhead Projects which are located approximately 30km north of the town of Bullfinch. The first, the Ennuin Sale Agreement includes the acquisition by the Company of tenements E77/2942, G77/123, L77/262, M77/450, P77/4629, P77/4630, and P77/4631. The second, the Copperhead Sale Agreement, is with respect to the Company's acquisition of the strategic Copperhead prospecting lease P77/4357.

On 1 October 2024, Golden Horse finalised the acquisition of the strategic Copperhead prospecting lease (P77/4357), located approximately 30km north of the town of Bullfinch, with the vendor paying a final cash payment of A$200,000.

OPERATIONS (CONT'D…)

Southern Cross Project, Australia *(cont'd)*

Hopes Hill & Greenmount

On September 3, 2024, the Company executed a Binding Term Sheet with ASX-listed Emerald Resources NL (ASX: EMR) ("**Emerald**") and its various subsidiaries to acquire strategic tenements in the Southern Cross district of Western Australia, subject to the satisfaction of various conditions precedent. The tenement package held by Emerald lies in the Southern Cross region some 370km east of Perth, Western Australia. The tenements cover an area of 360km^2 and consist of 11 exploration leases, 4 mining leases and 1 prospecting license. The tenements consisted of brownfields and greenfields tenements prioritised for drilling campaigns. The transaction included the historical Hopes Hill and Greenmount mines which were last mined in 1990's and early 1900's respectively. Historic production of:

- Hopes Hill Mine approximately 219,000ozs @ >2g/t Au; and
- Greenmount Mine approximately 16,000ozs @ >7.0g/t Au.

The historical drill data base which has in excess of 734 holes at Hopes Hill has shown high-grade intersections below and surrounding the existing 90-metre-deep open pit including:

- HHRC414 22m @ 5.3g/t Au from 121m downhole;
- HHRC328 5m @ 17.3g/t Au from 121m downhole; and
- HHRC220 3m @ 25.4g/t Au from 139m downhole.

- Historical drilling at the Greenmount project include:
  - GMRC109 5m @ 15.7g/t Au from 133m downhole;
  - GMRC108 11m @ 4.3g/t Au from 153m downhole; and
  - GMRC44 7m @ 4.5g/t Au from 69m downhole.

- The Acquisition offered multiple benefits to Golden Horse shareholders including:
  - Historical drilling at Hopes Hill clearly show potential for high grade ounces and possible open pit extensions;
  - Minimal confirmational drilling to establish a JORC compliant resource at Hopes Hill;
  - Potential for a high-grade open pit and underground workings at Greenmount with extensions along strike; and
  - Tenure contiguous or close to existing Golden Horse tenements.

- Key terms of the transaction:
  - As consideration for the Acquisition, subject to the approval of the TSX-V, Golden Horse will issue 32 million Shares to Emerald at a deemed issue price of A$0.25 per Share, with additional consideration contingent on milestone achievements; and
  - Emerald provided a secured loan facility of up to A$2 million to Golden Horse.

- Post-transaction, Emerald will become a cornerstone shareholder in Golden Horse and will have the right to appoint a representative to the Board of Directors of Golden Horse.

On 11 October 2024, Golden Horse and Emerald Resources executed final long form agreements in respect of the acquisition of the historic Hopes Hill and Greenmount mines.

Redbank Project

On 3 September 2024, Golden Horse announced it had entered into an Option Agreement with NT Minerals Ltd (ASX: NTM) for 7,728 km² of tenements covering the Redbank/Wollogorang Copper Project in the Northern Territory.

OPERATIONS (CONT'D…)

Southern Cross Project, Australia *(cont'd)*

Bullfinch tenements

On May 19, 2024, the Company agreed with Torque Metals to terminate its sale and purchase agreement with Torque, which the Company entered into in June 2023, to wholly acquire Torque's Bullfinch Gold project, located 34km from the Southern Cross township within the Yilgarn Mineral Field, Western Australia, and adjacent to the Company's existing tenements.

On 1 October 2024, the Company announced it entered into a sale agreement to acquire tenements within Torque's Bullfinch Gold Project, located 34km from the Southern Cross township within the Yilgarn Mineral Field, Western Australia and adjacent to Golden Horse's existing tenements. The Bullfinch tenement area covers 422km^2 over six exploration licences and has recorded historical production grades of 34.4 g/t gold at the Withers prospect. (refer to Torque Metals' ASX announcement dated 6 July 2022).

Lithium exploration

As announced on March 13, 2024 and April 2, 2024, in January 2024, soil sampling campaigns were completed at Radio North (four separate areas), Trough Well and Ennuin North. The 846 samples from the six locations were submitted for assaying using the Ultrafine Assay Technique developed by the Commonwealth Scientific and Industrial Research Organisation to better detect subtle anomalies under transported cover. Samples were assayed for 52 elements.

A summary of the Lithium work programs included:

- Highly encouraging soil geochemistry results and geological mapping extended potential lithium bearing pegmatite at Radio North, Trough Well and Ennuin Dome.
- Geochemistry results received outlined a series of significant lithium anomalies (+60ppm) and have also encountered lithium pathfinder elements improving potential for significant discovery.
- Maximum results were 84.4ppm Li at Radio North, 104ppm Li at Trough Well and 87.7ppm Li at Ennuin North.
- Geochemical sampling demonstrated to be a proven discovery tool in the Southern Cross greenstone belt with similar soil anomalies encountered during the discovery stage of the world-class Mt Holland lithium operations.
- The 40km belt from Radio North to Trough Well is considered to have excellent potential to host further pegmatites.
- Further in-fill soil sampling, mapping and data analysis planned to define drill targets, confirm existing targets and prepare the groundwork to test the entire belt for potential lithium mineralisation.

OPERATIONS (CONT'D…)

Key Prospects

Mineral Resource Definition Drilling Targets

Hopes Hill

The Hopes Hill historical mine is located approximately 6km north of the town of Southern Cross and is located within the Company's Central Zone of the Southern Cross Greenstone Belt tenure.

Hopes Hill open pit historically produced 2,976kt at a grade of 2.25g/t Au for 216koz of gold which was processed in a purpose-built CIP plant onsite. The processing plant was dismantled and relocated in the mid-1990s.

The final pit was approximately 1.3 km long and is 90m deep at its deepest point and was limited by a tenement boundary to the west. The pit was designed to extract only the main ore lode and only part of the hanging wall lode was mined.

As mining of the pit and drilling at depth was limited by a separate tenement not accessible to the owners at the time, there remains considerable opportunity for Golden Horse to test the area along strike and beneath the historical pit.

Hopes Hill – Pilot Trend

The tenure between the historical Hopes Hill and Pilot operations is also an area of significant interest (pictured in Figure 1). The trend is located along the Fraser Shear that hosts multiple historic mines such as Copperhead (1.5M ounces of Gold at 3.7g/t) and Corinthia (200k ounces of gold at 2.6g/t)[1]. Hopes Hill and Pilot are also hosted by the Fraser Shear but have only been lightly drill tested. Additionally, a gold in auger soil anomaly extends from the Hopes Hill open pit for about 2.2 km to the Pilot open pit, further demonstrating the prospectivity of the trend.

The Pilot Open Pit is located approximately 8km north of the town of Southern Cross and hosts historic underground and open pit mining. The deposit was last mined in 1994 and total production based on unverified historical reports at Pilot is estimated to be 560kt at 3.03 g/t for 54koz of gold.

The project is considered a key target, located within a highly deformed, 2.5 km wide structure which is prospective for gold. Prospectivity of the Pilot Deposit has been further enhanced by drilling conducted by Golden Horse Minerals (then known as Altan Rio Minerals) in 2021 and 2022 which consisted of 49 RC drill holes for 8,953m around and under the Pilot pit. This drilling confirmed down plunge extensions of gold mineralisation underneath the existing open pit and also underneath the underground stope, which are priority targets for further exploration.

[1] Refer ASX announcement 'Replacement Prospectus' dated 12 December 2024 – Independent Technical Assessment Report.

OPERATIONS *(CONT'D…)*

Southern Cross Project, Australia *(cont'd)*

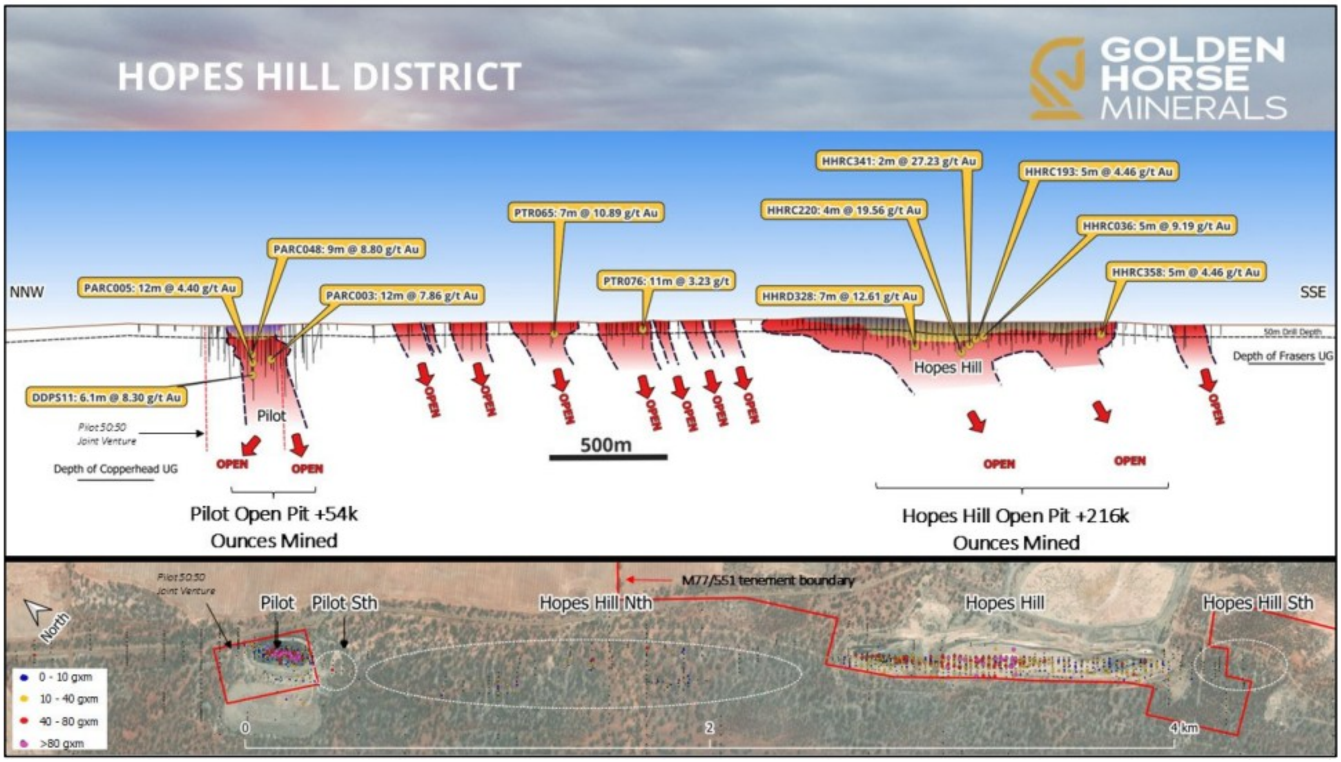

Figure 1: Hopes Hill – Pilot Trend

Hakes Find

Hakes Find is located within Golden Horse's Southern Zone approximately 10km SSW of the town of Southern Cross and contains numerous old workings and prospecting pits.

A small historical operation called Devlin's Reward was mined within the tenement area. Underground workings plunged down to the water table at about 30m depth.

More recently, a small open cut excavation was also completed at the site over the old underground mine. However, no production records are available.

Finders Gold NL drill tested the gold mineralisation at Devlin's Reward in the 1990s with RAB, RC and diamond drill holes. The Company recently completed a drilling program for historical data validation purposes and to define additional mineralisation.

OPERATIONS (CONT'D…)

Southern Cross Project, Australia *(cont'd)*

Brownfields Exploration Targets

Golden Horse has identified 17 prospects for initial follow up exploration work through interpretations of previous exploration data. In many cases, no significant work has been completed on the targets for over 20 years, when the gold price was significantly lower. The 17 prospects include the following:

Greenmount
Located in the Southern Zone, this high-grade prospect is located along strike from Hakes Find. The prospect hosts a historical underground mining operation with ~16koz produced at 7.3 g/t Au (based on unverified historical reports). Drilling up to the early 2000s provided significant encouragement that open pit mining could be viable.

Mistletoe
The Mistletoe historic workings are located about 7 km northwest of Bullfinch in the SCGB. Gold mineralisation is hosted in quartz veins up to 5.5m wide and was mined mainly by underground methods by Western Mining Corporation until 1941 with unverified production based on historical reports of 3,912 oz at an average grade of 24.1 g/t Au. Drilling in the 1980s/90s by several companies tested the Mistletoe prospect. Based from this historic drilling, there is potential for mineralised extensions both along strike and down dip further drill testing is planned.

Best results include:

- MD5: 3m at 7.7 g/t Au from 21m;
- MD6: 2m at 16.3 g/t Au from 23m;
- MD7: 4m at 3.4 g/t Au from 19m; and
- GMRC3: 3m at 4.2 g/t Au from 30m.

Greenfields Exploration

Golden Horse views the Southern Cross Greenstone Belt to be a highly prospective region with the potential to host multiple new, greenfields prospects across its >130km of strike extent. The Company intends to systematically build its geological database through activities such as its recently completed soil sampling campaign in order to develop and test new targets.

Consolidation Activities

Prior to listing on the ASX, Golden Horse completed a number of acquisition agreements throughout the year ended December 31, 2024. These agreements have significantly assisted the Company in consolidating its tenure over the Southern Cross Greenstone Belt and are outlined in Table 2. For further details, please consult the Golden Horse Prospectus, released to the ASX December 12, 2024 or view individual filings on the Golden Horse Minerals Website Investor Centre.

OPERATIONS (CONT'D…)

Southern Cross Project, Australia *(cont'd)*

Table 1: Consolidation Agreements Completed During 2024

Announcement Details		Highlights
8/1/2024	Golden Horse Minerals Enterprise Acquisition	• Golden Horse entered into a binding agreement to wholly acquire Enterprise Metals Limited's Bullfinch North lithium and gold project. • The acquisition would add a further 278km^2 of tenure to Golden Horse's extensive holding over the highly prospective Southern Cross Greenstone Belt.
9/7/2024	Golden Horse Secures Key Options	• Golden Horse entered into agreements to vary the terms of existing key agreements for Bullfinch North and Hakes Find.
22/7/2024	Golden Horse Extends Term of Two Key Agreements	• Golden Horse entered into agreements to extend the term of two existing key agreements for the Ennuin and Copperhead Projects which are located approximately 30km north of the town of Bullfinch. • The first, the Ennuin Sale Agreement includes the acquisition by the Company of tenements E77/2942, G77/123, L77/262, M77/450, P77/4629, P77/4630, and P77/4631. • The second, the Copperhead Sale Agreement, is with respect to the Company's acquisition of the strategic Copperhead prospecting lease P77/4357.
3/9/2024	Golden Horse Continues Regional Consolidation	• Golden Horse executed a Binding Term Sheet with ASX-listed Emerald Resources NL (ASX: EMR) and its various subsidiaries to acquire strategic tenements in the Southern Cross district. • The transaction included the historical Hopes Hill and Greenmount mines which were last mined in 1990's and early 1900's respectively. • Golden Horse also entered into an Option Agreement with NT Minerals Ltd (ASX: NTM) for 7,728 km^2 of tenements covering the Redbank/Wollogorang Copper Project in the Northern Territory.
1/10/2024	Golden Horse Continues to Expand Southern Cross Footprint with Bullfinch Acquisition	• Golden Horse entered into conditional Sale Agreement with Torque Metals (ASX: TOR) to acquire 100% of its Bullfinch Gold Project. • The Sale Agreement provides Golden Horse an additional 422km^2 of tenure adjacent to the Company's existing tenements in the Southern Cross Greenstone Belt. • Three historic workings - Withers, Reynolds Find and Rutherford Find - are the most advanced exploration prospects on the tenure and all warrant follow up exploration.
1/10/2024	Golden Horse Finalises Acquisition of Copperhead Tenement	• Golden Horse Acquires Copperhead Tenement. • A final Cash Payment meets all consideration obligations under the terms of the amended Copperhead Sale Agreement.

Announcement Details		Highlights
		• Historic data compilation and interpretation work underway ahead of potential drill campaign.
2/10/2024	Golden Horse Completes Acquisition of Ennuin Project	• Golden Horse completes final cash payment to acquire the Ennuin Project. • Ennuin consists of a collection of licenses which considerably improves the Company's landholding in the Southern Cross Greenstone Belt. • Detailed review of historical data underway to develop priority drill targets.
11/10/2024	Golden Horse Minerals Key Acquisition and Corporate Update	• Golden Horse updates acquisition agreement of a large and strategic tenement package from ASX-listed Emerald (ASX: EMR). • The parties agreed to amend the potential deferred consideration payable to Emerald from common shares only to a cash payment or share issuance, at the election of the Company. • Together, these tenements, referred to as the Project, cover a total area of 360km² and consist of 11 exploration leases, 4 mining leases, and 1 prospecting lease, including the Hopes Hill mine.

MANAGEMENT CHANGES

During the year, the Company continued to build its corporate team. On June 24, 2024, the Company announced Nicholas Anderson ("**Nick**") as Managing Director and Chief Executive Officer. Nick's appointment as CEO had an effective date of June 1, 2024 and his appointment as a director commenced on June 20, 2024.

Additional management changes which occurred during the year ended December 31, 2024 included:

- Mr Brett Dunnachie was elected as a director of the Company on November 12, 2024;
- Mr Jonathan Lea ceased as a director of the Company on June 20, 2024;
- Mr John Jones ceased as a director of the Company on November 12, 2024; and
- Mr Paul Huet ceased as a director of the Company on November 12, 2024.

REVIEW OF OPERATIONS AND FINANCIAL RESULTS

Overview

The Company continued to engage in regional consolidation, exploration activities associated with the Southern Cross Project and strengthening the Company's balance sheet. These activities have been funded by the Company's fundraising activities in the capital markets.

Exploration

The Company holds capitalized exploration and evaluation assets as follows:

Exploration and evaluation assets	Southern Cross	Total
Balance, December 31, 2022	4,621,150	4,621,150
Exploration costs	469,127	469,127
Acquisition of exploration assets	2,062,857	2,062,857
Foreign exchange movements	61,450	61,450
Balance, December 31, 2023	**7,214,594**	**7,214,594**
Exploration costs	2,089,276	2,089,276
Acquisition of exploration assets	12,778,353	12,778,353
Exploration costs written off	(301,459)	(301,459)
Foreign exchange movements	(159,874)	(159,874)
Total	**21,620,889**	**21,620,889**

Expenses

The Company's net loss for the twelve months ended December 31, 2024, was $6,288,743 (December 2023 – net loss $961,840). The loss increased primarily due to no revenue from gold sales during the year (December 2023 - $4.0 million), a $3,357,893 share-based compensation related to the fair value of options, performance rights and inducement shares (December 2023 - $344,778). During the twelve months ended December 31, 2024, the Company incurred $522,449 in professional fees (December 2023 - $530,039) and $458,554 in consulting and management fees (December 2023 - $58,676). The increase in these costs was primarily due to costs associated with the Company's ASX listing. Wages of $840,408 (December 2023 - $405,654) increased primarily due to the employment of key executives, when compared to the prior period. During the year ended December 31, 2024, the Company had a write-off of exploration and evaluation assets of $301,459 (December 2023 – $264,058).

During the three months ended December 31, 2024, the Company incurred $214,433 in consulting and management fees (2023 – $54,133), $197,563 in wages (2023 – $174,966), $100,024 in office and general expenses (2023 – $28,282), $30,092 in interest (2023 – $63) and $1,388,254 in share-based compensation (2023 – $344,778). The increase in professional, consulting and management fees was primarily due to costs incurred associated with the Company's ASX listing. Wages increased primarily due to the employment of key executives, when compared to the prior period.

Office and general expenses consist of computer, telecommunications, transfer agent and filing fees, investor relations fees, motor vehicle expenses, general office expenses and administrative services related to maintaining the Company's ASX and TSX-V listing and complying with securities regulations.

The Company provides the following information with respect to its use of funds statement set out in its replacement prospectus dated 5 November 2024 ("**Prospectus**") and actual use of funds since ASX admission:

REVIEW OF OPERATIONS AND FINANCIAL RESULTS (CONT'D…)

Item	Prospectus estimate (18-month period following admission) (A$M)	Actual use from admission until 31 December 2024 (A$M)	Variance (A$M)
Southern Cross Project exploration	8.80	0.31	(8.49)
Redbank Project	0.60	0.10	(0.50)
Tenement fees, studies and land access	1.40	0.01	(1.39)
Deferred consideration and extension fee payments	1.21	0.48	(0.73)
Costs of offer	1.73	0.19	(1.54)
Loan repayment	1.50	1.50	0.00
Corporate costs and working capital	2.76	0.61	(2.15)
Total	**18.00**	**3.20**	**(14.80)**

A favourable variance in Southern Cross Project exploration expenditure, tenement fees, studies and land access and corporate costs and working capital being below the Prospectus estimates are due to the Company only being admitted to the ASX in December 2024 and accordingly, being less than one month into the period of 18 months underlying the Prospectus estimates.

RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties related to the mineral exploration industry. Some of these risk factors include risks associated with land titles, exploration and development, government and environmental regulations, permits and licenses, competition, dependence on key personnel, fluctuating mineral and metal prices, the requirement and ability to raise additional capital through future financings and price volatility of publicly traded securities.

Company Specific Risks
Liquidity position and going concern

The Company has no consistent revenue-producing operations, earns only minimal interest income on cash, and historically has recurring operating losses.

On an ongoing basis, and particularly in light of current market conditions for mineral exploration, management will continue to evaluate and adjust its planned level of activities, including exploration, studies and committed administrative costs, to maintain adequate levels of working capital.

The Company is dependent on external financing, including equity issuances and debt financing, to fund its activities. Circumstances that could impair the Company's ability to raise future additional funds include general economic conditions and the other factors set forth in this Risks and Uncertainties Section.

Future capital requirements

The Company currently has no consistent operating revenue and is unlikely to generate any operating revenue unless and until a prospect or prospects within the Southern Cross Project is successfully developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities.

In order to successfully develop a prospect or prospects within the Southern Cross Project and for production to commence, the Company will require further financing in the future. Any additional equity financing may be dilutive to shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

RISKS AND UNCERTAINTIES (CONT'D…)

No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities including resulting in the Company's tenements being subject to forfeiture, and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of securities in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of Shares or CDIs. In addition, as a result of such additional Shares, the voting power of the Company's then existing Shareholders and CDI holders will be diluted.

New projects and acquisitions

The Company will actively pursue and assess other new business opportunities consistent with its consolidation strategy. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements / permits, and/or direct equity participation.

The acquisition of a new project (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If a proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to current Southern Cross Project and new project, which may result in the Company reallocating funds from the Southern Cross Project and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

Grant risk for Exploration Licence Applications

Several of the Company's tenements are applications for an exploration licence which must be granted to the Company before the Company may acquire 100% legal and beneficial interest in those tenements.

Accordingly, there is a risk that the applications may not be granted or only granted on conditions unacceptable to the Company.

If an application is not granted, the Company will not acquire an interest in that particular tenement. The tenement application therefore should not be considered as an asset of the Company. Further information on specific tenements is contained in the Company's prospectus issued in connection with the ASX listing released by ASX on December 12, 2024, available at www.asx.com.au.

Tenement title

The Company's title to tenements (and if applicable, once granted) will generally require the Company to continue to satisfy its expenditure or work commitments. This cannot be guaranteed.

Interests in tenements in Australia are governed by federal and state legislation and are evidenced by the granting of licences. Each licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance, such as satisfaction of statutory payments (including land taxes and statutory duties) and compliance with work programmes and public health and safety laws. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

RISKS AND UNCERTAINTIES (CONT'D…)

Further, exploration licences, once granted, are subject to periodic renewal. There is no guarantee that current or future tenement renewals will be approved. Renewal of the term of a granted tenement is at the discretion of the relevant government authority and may include additional or varied expenditure or work commitments or compulsory relinquishment of the areas comprising the Southern Cross Project. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

Further information on specific tenements is contained in the Company's prospectus issued in connection with the ASX listing released by ASX on December 12, 2024, available at www.asx.com.au.

Native title risks

There remains a risk that in the future, native title and/or registered native title claims may affect the land the subject of the Company's tenements or in the vicinity.

The grant of any future tenure to the Company over areas that are covered by registered claims or determinations will likely require engagement with the relevant claimants or native title holders (as relevant) in accordance with the Native Title Act.

In addition, determined native title holders may seek compensation under the *Native Title Act 1993* (Cth) (***Native Title Act***) for the impacts of acts affecting native title rights and interests after the commencement of the *Racial Discrimination Act 1975* (Cth) on 31 October 1975.

The State of Western Australia has passed liability for compensation for the impact of the grant of mining tenements under the Mining Act onto mining tenement holders pursuant to section 125A of the Mining Act. Outstanding compensation liability will lie with the current holder of the tenements at the time of any award of compensation pursuant to section 125A of the Mining Act or, in the event there is no holder at that time, the immediate past holder of the relevant tenement(s).

Compensation liability may be determined by the Federal Court or settled by agreement with native title holders, including through ILUAs (which have statutory force) and common law agreements (which do not have statutory force). At this stage, the Company is not able to quantify any potential compensation payments, if any.

Further information on specific tenements and native title claims is contained in the Company's prospectus issued in connection with the ASX listing released by ASX on December 12, 2024, available at www.asx.com.au.

Heritage Risk

Where Aboriginal sites exist on the Company's tenements (including unregistered or otherwise undiscovered Aboriginal sites), in order to engage in any activity that may interfere with an Aboriginal site, the mining tenement holder must obtain the consent of the minister of the Department of Aboriginal Affairs (DAA Minister).

In addition to the above, there remains a risk that other Aboriginal sites may exist on the land the subject of the Company's tenements. The existence of such sites may preclude or limit mining activities in certain areas of the Company's tenements. Further information on specific tenements is contained in the Company's prospectus issued in connection with the ASX listing released by ASX on December 12, 2024, available at www.asx.com.au.

Environmental risk

The operations and proposed activities of the Company are subject to Australian laws and regulations concerning the environment. The costs of complying with these laws and regulations may impact the development of the Southern Cross Project. As with most exploration and mining operations, the Company's activities are expected to have an impact on the environment, particularly as advanced exploration or field development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

The Company recognises that acting in accordance with the applicable environmental laws and regulations may require it to incur costs associated with the rehabilitation of land related to the Southern Cross Project. As part of the transactions with Emerald completed in December 2024, the Company assumed $1.7 million of rehabilitation obligations. Whilst this estimate for these costs has been provided for in the financial statements, these rehabilitation costs can be difficult to estimate and can vary as a result of many factors, including but not limited to changes in applicable laws and regulations or the emergence of new restoration techniques or the Company becoming liable for historical obligations.

RISKS AND UNCERTAINTIES (CONT'D…)

Higher realised costs from rehabilitation obligation and the cost and complexity of complying with the applicable environmental laws and regulations more generally, may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.

Government authorities may, from time to time, review the environmental bonds that are placed on permits. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

Objections on pending Tenements

Several exploration licence applications are subject to an objection under the Mining Act. Those applications cannot proceed to grant under the Mining Act unless those objections are either resolved by way of agreement, or the Warden dismisses those objections. There is a risk that those objections may be upheld and the applications are refused. The Company has advised that it is engaged in discussions with the various objectors with a view to resolve the objections by way of agreement. Further information on specific tenements is contained in the Company's prospectus issued in connection with the ASX listing released by ASX on December 12, 2024, available at www.asx.com.au.

Former projects

The Company formerly held assets in Mongolia, however, as a result of the deregistration of intermediate holding entities who were formerly wholly owned subsidiaries of the Company, the entities that held the Company's interests in Mongolia are no longer subsidiaries of the Company. As a result, the Company is no longer affiliated with any projects in Mongolia.

The Company engaged advisors to assist with determining whether the Company has any material liabilities associated with ceasing operations in Mongolia. As at the date of this MD&A the Company is not aware of any such liabilities. Notwithstanding the work completed by the Company and its advisors to date, there is a risk that the Company retains obligations in Mongolia in relation to its former activities and the cessation of operations at the Mongolian projects.

Conflicts of interest

Some of the Company's Directors are also directors of other companies engaged in mineral exploration and development and mineral property acquisitions. Accordingly, mineral exploration opportunities or prospects of which the Directors becomes aware may not necessarily be made available to the Company in the first instance. There exists actual and potential conflicts of interest among these persons and situations could arise in which their obligations to, or interests in, other companies could detract from their efforts on behalf of the Company.

RISKS AND UNCERTAINTIES (CONT'D…)

Missing corporate records

As a result of a change to the Company's information technology systems infrastructure in 2021, and exacerbated by the previous turnover of management and administrative staff, the Company has limited records for corporate actions, including Board meetings, for the period prior to 2021. Notwithstanding the Company had been subject to the TSX-V's continuous disclosure regime since 2011 and has completed annual audited financial statements since that time, there remains a possibility that during that period the Company entered into arrangements or agreements that were not recorded and have not otherwise been identified by the Company. In preparing its prospectus in connection with the ASX listing, the Company undertook a due diligence process to identify any such arrangements, and no such arrangements were identified. However, the Company cannot discount the risk that arrangements were entered into that the Company is not presently aware of, which may impact the Company in the future.

Tax penalties

The Company may be subject to potential penalties and interest for non-compliance with tax filing obligations related to its failure and the failure of its wholly owned subsidiary from making their respective income tax filings in Canada for several years. The imposition of potential penalties beyond what the Company has provided for in its annual financial statements could have a material adverse effect on the Company and the prospects.

On 29 April 2024, the Company announced that the Group had identified that the Company and subsidiary, Golden Horse Holdings Canada Limited (formerly Altan Rio Holdings Canada Limited), had not filed certain income tax and information returns with the Canada Revenue Agency (***CRA***) for taxation years 2010 to 2022. In June 2024, the Company and Golden Horse Holdings Canada Limited filed all outstanding corporate income tax and information returns with the CRA for taxation years 2010 to 2023. Following filing, notices of corporate income tax assessment from the CRA, have been received for the Company and for Golden Horse Holdings Canada Limited, with the returns assessed as filed with no taxes payable.

In relation to the late filed information returns for taxation years 2010 to 2022, the Company may be liable for penalties and interest under the relevant income tax legislation. The CRA has assessed the Company with respect to the late filed, information return relating to controlled and non-controlled foreign affiliates, for the taxation years ended 2019-2022. As at the date of this MD&A penalties and interest imposed by the CRA total approximately C$193,000, with further assessments to be issued to the Company and Golden Horse Holdings Limited by CRA, for other information returns.

The Directors have provisioned C$222,000 for potential penalties and interest for non-compliance with tax filing obligations. As the ultimate outcome cannot be reasonably or accurately estimated at this time, there is a risk the potential penalties for non-compliance with tax filing obligations and interest noted above may ultimately be higher than this amount. Accordingly, the amount above is subject to change, pending CRA's assessment of the information returns and the results of any negotiations and agreement with the CRA in respect of amounts due.

The Company continues to work closely with its tax advisors, with respect to the amounts potentially owing to the CRA.

RISKS AND UNCERTAINTIES (CONT'D…)

Mining Industry Risks

Exploration and development risks

Mineral exploration and development is a high-risk undertaking. There can be no assurance that exploration of the Southern Cross Project or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource.

Exploration in terrains with existing mineralisation endowments and known occurrences may slightly mitigate this risk.

Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited due to various issues including lack of ongoing funding, adverse government policy, geological conditions, commodity prices or other technical difficulties.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

Third party risks

Under Western Australian and Commonwealth legislation (as applicable), the Company may be required to obtain the consent of and/or pay compensation to the holders of third-party interests which overlay areas within the tenements, including pastoral leases, petroleum tenure and other mining tenure in respect of exploration or mining activities on the tenements.

Any delays in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas.

Operating risk

Should the Company be successful in developing the Southern Cross Project, the operations of the Company may be affected by various factors, including failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

Metallurgy

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

(i) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

(ii) developing an economic process route to produce a metal and/or concentrate; and

(iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

RISKS AND UNCERTAINTIES (CONT'D…)

Resource estimation risks

At present none of the tenements comprising the Southern Cross Project host a mineral resource or reserve estimate. Whilst the Company intends to continue to undertake exploration activities with the aim of defining a resource, despite some of the prospects in the Southern Cross Project area being in a more advanced state, no assurances can be given that the exploration will result in the determination of a resource. Even if a resource is identified, no assurance can be provided that this can be economically extracted. The calculation and interpretation of resource estimates are by their nature expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly through additional fieldwork or when new information or techniques become available. This may result in alterations to development and mining plans, which may in turn adversely affect the Company's operations.

Metals and currency price volatility

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. The price of gold, lithium and base metals fluctuate and are affected by numerous factors beyond the control of the Company, such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events. Future serious price declines in the market values of gold or lithium, and other minerals could cause the development of, and eventually the commercial production from, the Company's Southern Cross Project and the Company's other properties to be rendered uneconomic. Depending on the prices of commodities, the Company could be forced to discontinue production or development and may lose its interest in, or may be forced to sell, some of its properties. There is no assurance that, even as commercial quantities of gold, lithium and base metals are produced, a profitable market will exist for it.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

In addition to adversely affecting any potential future reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Competition risk

The industry in which the Company will be involved is subject to domestic and global competition, including major mineral exploration and production companies. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's Southern Cross Project and business.

Some of the Company's competitors have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out refining operations and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

RISKS AND UNCERTAINTIES (CONT'D…)

Tenure and access risk

The Company's rights in the tenements may be obtained by grant by regulatory authorities or be subject to contracts with third parties.

Any third party may terminate or rescind the relevant agreement whether lawfully or not and, accordingly, the Company may lose its rights to exclusive use of, and access to any, or all, of the tenements. Third parties may also default on their obligations under the contracts which may lead to termination of the contracts.

Additionally, the Company may not be able to access the tenements due to natural disasters or adverse weather conditions, hostilities or failure to obtain the relevant approvals and consents.

Reliance on key personnel

The Company is reliant on a number of key personnel and consultants, including members of the Board. The loss of one or more of these key contributors could have an adverse impact on the business of the Company.

It may be particularly difficult for the Company to attract and retain suitably qualified and experienced people given the current high demand in the industry and relatively small size of the Company, compared with other industry participants.

General Risks

Force majeure

The tenements now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, subversive activities or sabotage, fires, floods, explosions or other catastrophes.

Government and legal risk

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Securities. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect the Southern Cross Project. However, changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans or its rights and obligations in respect of its Southern Cross Project. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

Litigation risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

The Company is currently not engaged in any litigation.

Insurance risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

RISKS AND UNCERTAINTIES (CONT'D…)

Unforeseen expenditure risk

The Company may be subject to significant unforeseen expenses or actions, which may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events. The Directors expect that the Company will have adequate working capital to carry out its stated objectives however there is the risk that additional funds may be required to fund the Company's future objectives.

Climate change risks

Climate change risks particularly attributable to the Company include:

(i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

(ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

Infectious diseases

Looking forward, COVID-19, a variant or other infectious disease could have an adverse impact on the Company's operations, financial position and prospects in the future, in addition to impacting on the ability of the Company's personnel to travel to it operations and execute its planned activities.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly consolidated financial information for each of the last eight quarters:

	Currency	Foreign Exchange Gain / (Loss)	Revenue	Net Profit / (Loss)	Net Loss per Share (basic & fully diluted)
2024					
Fourth Quarter	CAD	(195,673)	**---**	**(1,673,927)**	**(0.02)**
Third Quarter	CAD	11	---	(1,320,027)	(0.03)
Second Quarter	CAD	(4,654)	---	(1,526,407)	(0.04)
First Quarter	CAD	7,842	---	(1,768,382)	(0.04)
2023					
Fourth Quarter	CAD	(745,869)	---	(1,855,484)	(0.04)
Third Quarter	CAD	3,416	---	(457,503)	(0.04)
Second Quarter	CAD	(3,684)	4,059,767	1,487,670	0.04
First Quarter	CAD	---	---	(136,523)	(0.004)

CONTRACTUAL AND OTHER OBLIGATIONS

Refer to the below section on Commitments and Contingencies (Acquisition commitments – Western Australia) for details of the proposed acquisitions by the Company.

PROPOSED TRANSACTIONS

At the present time, there are no proposed transactions that should be disclosed.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements or off-balance sheet financing structures in place.

RELATED PARTY DISCLOSURE

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	12 Months December 31, 2024 $	12 Months December 31, 2023 $
Vestigen (related entity of CFO, Martin Bouwmeester)	12,748	---

All transactions were made on normal commercial terms and conditions and at market rates.

The Company entered into the following transactions with related parties (for purposes of Canadian securities laws) during the year ended December 31, 2024:

- On June 19, 2024, the Group entered into an office services agreement with a company for which Graeme Sloan is a director. The terms of the office services agreement are at arm's length.
- Mr Nicholas Anderson provided consulting services totaling $51,357 to the Company through Burra Station Trust. Burra Station Trust is an entity associated with the Company's Managing Director & CEO, Mr Nicholas Anderson. These services were incurred in the normal course of operations, on an arm's length basis.
- Mr Martin Bouwmeester provided consulting services totaling $243,000 to the Company through Vestigen Pty Ltd ("**Vestigen**"). Vestigen Pty Ltd is an entity associated with the Company's Chief Finance Officer, Mr Martin Bouwmeester. These services were incurred in the normal course of operations, on an arm's length basis.

The Company entered into the following transactions with related parties (for purposes of Canadian securities laws) during the year ended December 31, 2023:

- During the year ended December 31, 2023, Mr Josh Conner provided field work services (including supply of labour and equipment) totalling $50,600, to the Company through Black Horse Minerals Pty Ltd ("**Black Horse**"). Black Horse is an entity associated with the Company's Chief Operating Officer, Mr Josh Conner. These field work services were incurred in the normal course of operations, on an arm's length basis.
- The Company announced on December 8, 2022, that it was acquiring the remaining 20% of 14 key tenements that were subject to an earn in arrangement with Surveyor Resources Pty Ltd ("**Surveyor**"), a company controlled by Mr John Jones, a then director of the Company. Surveyor Resources agreed to both (i) waive all remaining conditions to the Company's 80% earn-in interest in the 14 key tenements and (ii) sell the remaining 20% interest in the 14 key tenements to the Company for $1,000,000 ("**Consideration**").

RELATED PARTY DISCLOSURE (CONT'D…)

On July 4, 2023, the Company announced that it satisfied all conditions, including the issue of Shares as the Consideration for its acquisition of 100% of the 14 key tenements. The Consideration was satisfied by the issuance of 10,000,000 Shares (at a fair value of $0.085 per Share) and 10,000,000 warrants, each warrant exercisable for one additional Share at an exercise price $0.14 for a period of 4 years both on a pre-Consolidation basis (refer Note 12 of the consolidated financial statements). These transactions were incurred in the normal course of operations, on an arm's length basis.

All transactions were made on normal commercial terms and conditions and at market rates.

Key Management Personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. The remuneration of directors and other members of key management personnel are as follows:

RELATED PARTY DISCLOSURE (CONT'D…)

	12 Months December 31, 2024 $	12 Months December 31, 2023 $
Management and consulting fees	614,265	318,715
Director fees and wages	173,932	(21,463)
Share-based compensation	2,481,071	246,975
Total	**3,269,269**	**544,227**

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are described in Note 3 to the consolidated financial statements for the twelve months ended December 31, 2024. Management considers the following to be the most critical in understanding the judgments that are involved in preparing the Company's consolidated financial statements and the uncertainties that could impact its results of operations, financial condition and future cash flow.

Exploration and Evaluation Assets

Before legal rights to explore a property have been acquired, costs are expensed as incurred. The Company records exploration and evaluation asset interests, which consist of the right to explore for mineral deposits, at cost. The Company records deferred exploration costs, which consist of costs attributable to the exploration of exploration and evaluation asset interests, at cost. All direct and indirect costs relating to the acquisition and exploration of these exploration and evaluation asset interests are capitalized based on specific claim blocks until the exploration and evaluation asset interests to which they relate are placed into production, the exploration and evaluation asset interests are disposed of through sale or where management has determined there to be an impairment. If an exploration and evaluation asset interest is abandoned, the exploration and evaluation asset interests and deferred exploration costs will be written off to operations in the period of abandonment.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (CONT'D…)

At each reporting period, capitalized costs are reviewed on a property-by-property basis to consider if there is any impairment on the subject property. In addition to considerations in accordance with IFRS 6, management also considers the following factors in assessing impairment: 1) whether the Company's exploration programs on the exploration and evaluation asset interests have significantly changed, such that previously identified resource targets are no longer being pursued; 2) whether exploration results to date are promising and whether additional exploration work is being planned in the foreseeable future; or 3) whether remaining lease terms are insufficient to conduct necessary studies or exploration work.

The recorded cost of exploration and evaluation asset interests is based on cash paid and the assigned value of share consideration issued (where shares are issued) for exploration and evaluation asset interest acquisitions and exploration costs incurred. The recorded amount may not reflect recoverable value, as this will be dependent on future development programs, the nature of the mineral deposit, commodity prices, adequate funding, and the ability of the Company to bring its projects into production.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A provision has been made for the present value of anticipated costs for future rehabilitation of land explored or mined. The consolidated entity's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The consolidated entity recognises management's best estimate for assets retirement obligations and site rehabilitations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision.

Impairment of Long-Lived Assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (CONT'D…)

Asset vs Business Acquisition

The Group must determine if a transaction or other event meets the definition of a business acquisition or the acquisition of an asset or a group of assets that does not constitute a business. This is assessed in terms of IFRS 3 Business Combinations by applying the optional concentration test, assessing that substantially all the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets:

- a single identifiable asset must include any asset or group of assets that would be recognised and measured as a single identifiable asset in a business combination; and
- when assessing whether assets are similar, the Group considered the nature of each single identifiable asset and the risk associated with managing and creating outputs from the assets, that is, the risk characteristics.

On December 5, 2024, the Company completed the acquisition of 100% of Broken Hill Metals Pty Ltd ("**Broken Hill**"), with the issue of Shares as consideration. Directors' judgement was required to classify this transaction as an asset acquisition rather than a business combination. As the acquisition of the acquired asset is not deemed to be a business combination, the transactions were accounted for as a share-based payment arrangement. Refer to Note 7 of the consolidated financial statements for further details.

Use of Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of estimates include the carrying value and recoverability of exploration and evaluation assets, inputs used in the calculation of share-based compensation and agents' warrants and the valuation allowance applied to future income taxes. Actual results could differ from those estimates and would impact future results of operations and cash flows.

Significant estimates made by management affecting our consolidated financial statements include:

<u>Deferred Tax Assets & Liabilities</u>
The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred income tax provisions or recoveries could be affected.

<u>Estimation of Fair Value of Share-Based Payments</u>
The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of options is determined using the Black-Scholes model taking into account the assumptions.

<u>Economic Recoverability and Probability of Future Economic Benefits of Exploration and Evaluation Assets</u>
Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (CONT'D…)

Share-Based Compensation

The Company accounts for stock options, performance rights and inducement shares granted to directors, officers and employees at the fair value of the options granted. The fair value of options, performance rights and inducement shares granted is recognized as a share-based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to share capital.

The fair value of stock options granted is recognized as an expense with a corresponding increase in equity over the relevant vesting period. The fair value is measured at grant date using the Black-Scholes option pricing model. The cumulative charge to profit or loss is calculated based on the grant date fair value, the best estimate of the number of stock options that are likely to vest and the expired portion of the vesting period. Upon exercise of stock options, the balance of the share-based payments reserve in relation to those options is transferred to retained earnings.

The fair value of performance rights granted to employees is recognized as an expense with a corresponding increase in equity over the relevant vesting period, being the period over which the performance condition and any service condition is achieved. The cumulative charge to profit or loss is calculated based on the grant date fair value, the best estimate of the number of performance rights that are likely to vest and the expired portion of the vesting period. The number of rights expected to vest is estimated based on the attaching conditions. The estimates are revised at the end of each reporting period and adjustments are recognized in profit or loss and equity.

The fair value of inducement shares granted to employees is recognized as an expense with a corresponding increase in equity over the relevant vesting period, being the period over which the performance condition and any service condition is achieved. The cumulative charge to profit or loss is calculated based on the grant date fair value, the best estimate of the number of performance rights that are likely to vest and the expired portion of the vesting period. The number of rights expected to vest is estimated based on the attaching conditions. The estimates are revised at the end of each reporting period and adjustments are recognized in profit or loss and equity.

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("**FVTPL**"), at fair value through other comprehensive (loss) income ("**FVTOCI**") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Measurement

Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (CONT'D…)

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed through profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded through profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTOCI, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Future Reclamation Costs

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of the Company's exploration and evaluation assets and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as a finance expense.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' deficiency which results from transactions and events from sources other than the Company's shareholders. The Company's and subsidiary's translation of its financial results to C$ is the only item currently affecting comprehensive income (loss) for the years presented.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (CONT'D…)

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has not adopted any new or amended standards during the year ended December 31, 2024..

FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks:

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfil its payment obligations. The Company's cash is held at a large Australian financial institution in interest-bearing accounts. The Company has no investment in asset backed commercial paper. The Company's receivables consist mainly of sales tax receivable due from the Government of Canada and the Australian Taxation Office. The Company believes it has no significant credit risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2024, the Company has cash of $13,365,932 (December 31, 2023: $1,933,580) to settle current liabilities of $3,489,157 (December 31, 2023: $1,183,451).

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices and foreign currency fluctuations.

a) *Interest rate risk*
The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

b) *Foreign currency risk*
The Company is exposed to foreign currency risk on fluctuations related to cash, receivables, accounts payables and accrued liabilities, loans payable, and due to/from related parties that are denominated in Canadian dollars and Australian dollars.

c) *Price risk*
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis
The Company currently operates in Australia. The Company is exposed to risk from changes in the Australian dollar as well as the Canadian dollar. A simultaneous 10% fluctuation in the Australian dollar against the Canadian dollar would affect net asset position as at December 31, 2024 by approximately $3,012,016 (December 2023 $866,256).

OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of Shares. On July 17, 2024 the Company consolidated its issued and outstanding Shares on a 4:1 basis (refer to the section above on Share Capital for details of the Consolidation). The Company's outstanding options, warrants, performance rights and inducement shares were adjusted on the same basis as the Consolidation with respect to the underlying Shares exercisable pursuant to the options, warrants, performance rights and inducement shares, with proportionate adjustments being made to exercise or conversion prices, as applicable. As of the date of this MD&A, the following securities of the Company are issued and outstanding: (i) 156,275,671 Shares (ii) 2,613,750 stock options (iii) 8,950,922 Share purchase warrants (iv) 4,204,077 performance rights, and (v) 795,000 inducement shares.

ACQUISITION OF ASSETS

On September 3, 2024, the Company announced that it executed a binding term sheet with ASX-listed Emerald Resources NL (ASX: EMR) (“**Emerald**”) and its subsidiary companies Emerald Resources (WA) Pty Ltd (“**Emerald WA**”) and Broken Hill to acquire a strategic tenement package from Emerald WA (“**Tenements Acquisition**”) and to acquire Broken Hill (including the historic Hopes Hill and Greenmount mines) (“**Broken Hill Acquisition**”). On October 11, 2024, the Company executed final long form agreements with Emerald, Emerald WA and Broken Hill ("**Acquisition Agreements**") in respect of the Tenements Acquisition and Broken Hill Acquisition.

On December 5, 2024, the Group completed the Tenements Acquisition and Broken Hill Acquisition.

As consideration for the Broken Hill Acquisition and Tenements Acquisition, on December 5, 2024, the Company issued Emerald 31,200,000 Shares at deemed issue price of A$0.25 per Share (valued at A$7.8 million, based on the fair value of the Shares at the date of purchase), together with capitalised transactions costs of $1.3 million. Broken Hill holds three mining tenements. In line with relevant accounting standards, the Company has treated the acquisition of the Broken Hill as an asset acquisition transaction through the payment of Shares. Where an acquisition does not meet the definition of a business combination, the transaction is accounted for as an asset acquisition. The consideration transferred for the acquisition of an asset comprises the fair values of the assets transferred, the liabilities incurred, and the equity interests issued by the Company. Acquisition-related costs with regard to the acquisition are capitalised. Identifiable assets acquired and liabilities assumed in the acquisition are measured at their relative fair values at the acquisition date.

As the acquisition of the acquired asset is not deemed a business combination, Shares were issued for the value of the net assets acquired, inclusive of the transaction costs of the acquisition.

Transaction costs include an estimate of $0.6 million for stamp duty, which is currently being assessed by the Western Australian Government and has been accrued as of 31 December 2024.

Under the Acquisition Agreements, the potential deferred consideration payable to Emerald at the election of the Company is as follows:

- A$1,000,000 in cash or A$1,000,000 of Shares to Emerald at a 30-day volume weighted average price (“**VWAP**”), subject to a minimum deemed issue price of C$0.195 per Share (the “**TSXV Floor Price**”), at the time of releasing a JORC resource of 250,000 ounces of gold in respect of the tenements the subject of the Acquisition Agreements ("**Emerald Project**") within five years of closing;
- A$1,000,000 in cash or A$1,000,000 of Shares to Emerald at a 30-day VWAP, subject to the TSXV Floor Price, at the time of releasing a JORC resource of 500,000 ounces of gold in respect of the Emerald Project within five years of closing; and
- A$1,000,000 in cash or A$1,000,000 of Shares to Emerald at a 30-day VWAP, subject to the TSXV Floor Price, at the time of announcing a decision to mine in respect of the ground the subject of the Emerald Project within five years of closing.

ACQUISITION OF ASSETS (CONT'D…)

The TSXV Floor Price was only applicable so long as the Company remained listed on the Exchange. On the date of acquisition, there was uncertainty as to meeting the criteria of the deferred consideration and it has therefore been accounted for as a contingent liability. Refer to Note 18 for further information.

On 11 October 2024, the Company announced that it entered into a deed of release with applicants who had previously lodged Applications of Forfeiture with the Wardens Court against the Emerald tenements ("**Deed of Release**"). The Company, having obtained all regulatory approvals to the proposed issue of the settlement Shares and receiving ASX listing approval, satisfied the conditions to settlement under the Deed of Release on December 5, 2024 issued 2,400,000 Shares at an issue price of A$0.25 per Share (A$600,000), to the applicants who had lodged Applications of Forfeiture with the Warden's Court against the tenements the subject of the Acquisition, satisfying the remaining condition.

Details of the purchase consideration and purchase price allocation to net identifiable assets and liabilities acquired as part of the Broken Hill Acquisition are as follows:

	December 5, 2024 $
Exploration assets	9,983,803
Provisions	(1,771,944)
Consideration paid, inclusive of costs	**8,211,859**
Purchase consideration	
Value of Shares issued	6,953,700
Add: Transaction costs	1,258,159
Total purchase consideration	**8,211,859**

In addition to the Tenements Acquisition and Broken Hill Acquisition set out above, the Company has completed a number of agreements for the acquisition of tenements, with details as follows:

a) Western E

On February 22, 2023, the Company announced that it had entered into an option agreement to purchase a 90% interest in exploration licence E77/2691 ("**Western E Agreement**") in the Southern Cross region, 370 kilometers east of Perth, Western Australia. Key terms of the Western E Agreement are as follows:

- The option exercise price is A$250,000 cash plus A$250,000 worth of Shares in the Company (being 593,205 Shares), calculated at a 30-day VWAP. The fair value of the Shares on the date of control has been utilised, being $231,350. The Shares were issued to the vendors on March 7, 2023 and the cash consideration was paid to the vendors on February 20, 2023;
- The Company will free carry the vendor at 10% through to a decision to mine. If a decision to mine is made, the vendor will have 30 days to contribute, or instead dilute to a 1.5% gross smelter royalty;
- Both parties have a reciprocal 30-day right to purchase the other party's interest if such party is prepared to accept an offer for its rights, title, and interest on arm's length terms;
- The Company will maintain the tenement and keep it in good standing until the expiry of the option period, or until the date it notifies the vendor of its intention not to exercise the option, whichever occurs first; and

ACQUISITION OF ASSETS (CONT'D…)

- The vendor may convert its retained 10% interest in the tenement into a 1.5% gross smelter royalty on all metals and minerals extracted from the tenement. If the vendor wishes to sell such interest or the royalty (as applicable), the Company will have a right of first refusal to purchase the interest or royalty, as applicable. The vendor gave notice of his intention to exercise this option on July 26, 2023. The relevant royalty deed was executed on July 17, 2024, and as a result, the Company's interest in E77/2691 increased to 100%.

b) Southern Cross North

On December 8, 2022, the Company announced that it was acquiring the remaining 20% of 14 key tenements that were subject to an earn-in arrangement with Surveyor Resources, a company controlled by a director of the Company. Surveyor Resources agreed to both (i) waive all remaining conditions to the Company's 80% earn-in interest in the Southern Cross North gold project (the "**Southern Cross North Project**") and (ii) sell the remaining 20% interest in the Southern Cross North Project to the Company for $1,000,000 ("**Consideration**").

On July 4, 2023, the Company announced that it has satisfied all conditions, including the issue of Shares for its acquisition of the Southern Cross North Project. The Consideration was satisfied by the issuance of 2,500,000 Shares (at a deemed value of $0.34 per Share) and 2,500,000 warrants, with each warrant exercisable for one additional Share at an exercise price $0.56 per warrant for a period of four years (refer to Note 12 in the consolidated financial statements for the twelve months ended December 31, 2024 for further information).

Enterprise

On January 12, 2024, the Company made a cash payment of A$200,000 to purchase the wholly-owned interest in the tenement E77/2652 from Enterprise Metals Limited ("**Enterprise Metals**"), which, for clarity, is not part of the binding agreement to wholly acquire Enterprise Metals' Bullfinch North lithium and gold project under the Bullfinch North Tenement Option and Sale Agreement. The Company will also assume the 1% net smelter royalty over E77/2652 already in place with a third party.

Hakes Find Project

On June 12, 2023, the Company announced that it had entered into an exclusive six month option agreement to acquire the Hakes Find project ("**Hakes Find Agreement**"), 10km from Southern Cross township in the central portion of the Southern Cross Greenstone Belt. The Company paid an option fee of A$25,000 in June 2023, extended the term of the Hakes Find Agreement by six months to May 25, 2024 by way of cash payment of A$25,000 in December 2023, and then extended the term by a further six months to November 25, 2024 by way of cash payment of A$25,000 ("**Hakes Option Extension**").

On July 9, 2024, the Company announced that it had extended the term of the Hakes Find Agreement to November 25, 2024 and had also entered into an agreement to vary the terms of the Hakes Find Agreement in relation to the Hakes Option Extension. Pursuant to such amendment, the Hakes Option Extension payment of A$25,000 was due to be paid by the Company on or prior to the Company's listing on the ASX ("**ASX Listing Date**").

The option exercise price is A$100,000 cash and A$175,000 in Shares (subject to a cap of 616,875 Shares) based the volume weighted average price ("**VWAP**") for Shares in the period 30 days prior to exercise of the option and adjusted using the C$/A$ exchange rate posted by the Bank of Canada), plus a 1.5% royalty on the first 23,000 ounces of gold produced from the tenement.

On October 11, 2024 the Company announced that it had varied the terms of the Hakes Find Agreement such that the date of completion of the Hakes Find Agreement was amended to be one business day after it receives conditional approval from ASX for admission to the official list, and on October 31, 2024, the Company paid the Hakes Option Extension payment of A$25,000 and the option exercise price of A$100,000.

The Company exercised its option under the Hakes Find Agreement and on December 5, 2024 issued 616,875 Shares to the vendor (being A$175,000 worth of Shares in the Company). The fair value of the Shares on the date of control has been utilised, being $139,510.

ACQUISITION OF ASSETS (CONT'D…)

Ennuin Project and Copperhead Project

On August 1, 2023, the Company announced that it entered into an agreement with prospectors Vernon Strange and Kym McClaren to acquire a series of projects which are located approximately 30km north of the town of Bullfinch. Key terms of the agreements are as follows:

- Ennuin Project - The Ennuin sale agreement includes the acquisition by the Company of tenements E77/2942, G77/123, L77/262, M77/450, P77/4629, P77/4630, and P77/4631 ("**Ennuin Sale Agreement**"). Under the terms of the Ennuin Sale Agreement, the Company made a cash payment of A$100,000 in August 2023, elected to extend the term of the agreement by 6 months to August 1, 2024 with a cash payment of A$50,000 in February 2024, and on May 1, 2024, issued A$175,000 worth of Shares (being 434,891 Shares). The fair value of the Shares on the date of control has been utilised, being $191,352.

  A cash payment of A$150,000 was due to be paid by the Company within five business days after the date on which the transfer of G77/123, L77/262 and M77/450 was registered by the relevant tenements authority in Australia (the "**Deferred Cash Payment**"). The Company may further extend the deadline to make the Deferred Cash Payment by paying A$50,000 to the vendors at the time the Deferred Cash Payment would otherwise be due. The agreement also provides for a 1.5% gross smelter royalty over such tenements, which is capped at A$800,000 and which royalty agreement the Company entered into on March 18, 2024.

  On October 1, 2024, the Company paid the Deferred Cash Payment of A$150,000.

- Copperhead Project – The Copperhead sale agreement includes the acquisition by the Company of tenement P77/4357 ("**Copperhead Sale Agreement**"). Under the terms of the Copperhead Sale Agreement, in respect of its acquisition of the strategic Copperhead prospecting lease (P77/4357), the Company made a cash payment of A$50,000 in August 2023, elected to extend the term of the agreement by six months to August 1, 2024 by making a cash payment of A$50,000 in February 2024, and on May 1, 2024, issued A$250,000 worth of Shares (being 621,272 Shares). The fair value of the Shares on the date of control has been utilised, being $273,360. A cash payment of A$200,000 is due to be paid by the Company upon the earlier of the ASX Listing Date and October 1, 2024 ("**Final Cash Payment**"). The agreement also provides for a 1.5% gross smelter royalty over such tenement, which is capped at A$800,000, which royalty agreement the Company entered into on February 16, 2024.

  On October 1, 2024, the Company paid a Final Cash Payment of A$200,000.

Southern Cross South Gold Project

On August 1, 2023, the Company announced that it entered into an agreement to acquire tenements P77/4593 and E77/2829, located south of the Southern Cross township ("**Southern Cross Agreement**"). The Company made a cash payment of A$90,000 in July 2023, and on May 1, 2024 issued A$300,000 worth of Shares (being 745,527 Shares), satisfying its purchase consideration obligations under the terms of the Southern Cross Agreement.

Bullfinch Gold Project

On September 25, 2024 Golden Horse Australia entered into a sale agreement ("**Bullfinch Sale Agreement**") with Torque Metals Limited ("**Torque Metals**") to acquire tenements within the Bullfinch Gold Project, located 34km from the Southern Cross township within the Yilgarn Mineral Field, Western Australia and adjacent to the Company's existing tenements. The Bullfinch Sale Agreement is a new agreement containing new transaction terms, separate from the previously announced sale agreement between the Company and Torque Metals regarding the Bullfinch Gold Project in June 2023, which was subsequently terminated in May 2024. The material terms of the Bullfinch Sale Agreement require that the Company make a:

ACQUISITION OF ASSETS (CONT'D…)

- A$250,000 cash payment to Torque Metals on September 30, 2024 (completed); and
- A milestone A$200,000 cash payment to Torque Metals within 5 Business Days of the Company announcing a JORC resource of at least 100,000 ounces of contained gold in respect of the tenements the subject of the Bullfinch Sale Agreement.

Enterprise Project

On January 8, 2024, the Company announced that it had entered into a binding agreement with Enterprise Metals to wholly acquire the Bullfinch North lithium and gold project, located in the northern part of the Southern Cross Greenstone Belt ("**Bullfinch North**") pursuant to the Enterprise Metals Bullfinch North Tenement Option and Sale Agreement (the "**Option Agreement**"). The material terms of the Option Agreement are as follows:

- The Option Agreement includes tenements E77/2325, E77/2568, P77/4350, P77/4566, P77/4586 and P77/4587. Pursuant to the Option Agreement, the Company has acquired substantially the same terms and conditions with Nickgraph Pty Ltd ("**Nickgraph**") directly (for a nominal option fee of A$1) as outlined in the Option Agreement (the "**Direct Option Agreement**").
- The Company assumed Enterprise Metals' obligations relating to the Option Agreement that provide the Company with the right to exercise the Option to purchase Bullfinch North project by May 24, 2024, with:
    - a payment to Nickgraph of A$400,000 cash;
    - the issue of Shares equivalent to A$400,000 to Nickgraph at a deemed issue price of approximately A$0.3815 per Share; and
    - all production subject to a 1.5% gross royalty capped at A$1,000,000.

With the lapsing of the option period on May 24, 2024, the Company was able to extend the option period to January 10, 2025 by payment of A$100,000 to Nickgraph (the "**Enterprise Option Extension**").

On July 9, 2024, the Company announced that it had entered into an agreement with Nickgraph to vary the terms of the Option Agreement in relation to the Enterprise Option Extension. The Enterprise Option Extension has been amended such that the payment of A$100,000 will now accrue monthly at a rate of A$16,667 per month for a six-month period ending January 10, 2025, with payment for the Enterprise Option Extension due to be paid by the Company on or prior to the Company's ASX Listing Date.

Notwithstanding the Enterprise Option Extension, the Company retained the right to further extend the exercise period under the Direct Option Agreement to June 25, 2025 with an additional payment of A$50,000 (the "**Second Extension Fee**"). If the Company extends the exercise period to June 25, 2025 on payment of the Second Extension Fee, the Shares issuable to Nickgraph would increase to a number equivalent to A$600,000.

The Company exercised its option and in December 2024, the Company paid Nickgraph A$400,000 cash and issued 1,048,464 Shares in the Company to the vendors (being A$400,000 worth of Shares). The fair value of the Shares on the date of control has been utilised, being $237,117.

The Company, Kym McClaren and West Australian Prospectors Pty Ltd have also entered into separate royalty deeds whereby the Company will pay each a royalty equal to 0.75% of the gross of any product extracted from the Direct Option Agreement tenement area up to a maximum of A$500,000.

DEFERRED EXPLORATION AND EVALUATION COSTS

Exploration and evaluation assets	Southern Cross	Total
Balance, December 31, 2022	4,621,150	4,621,150
Exploration costs	469,127	469,127
Acquisition of exploration assets	2,062,857	2,062,857
Balance, December 31, 2023	**7,214,594**	**7,214,594**
Exploration costs	2,089,276	2,089,276
Acquisition of exploration asset (a)	12,778,353	12,778,353
Exploration costs written off	(301,459)	(301,459)
Foreign exchange movements	(159,874)	(159,874)
Total	**21,620,889**	**21,620,889**

a) Refer to Note 8 in the consolidated financial statements for the twelve months ended December 31, 2024 for further information.

b) <u>Term Sheet for NT Copper Project</u>

On September 3, 2024, the Company announced that Golden Horse Minerals (Aust) Pty Ltd (“**Golden Horse Australia**”) entered into a binding term sheet for an Option Agreement with ASX-listed NT Minerals Limited (ASX: NTM) (“**NTM**”) with respect to the tenements covering a land area of 7,728 km^2 over the Redbank/Wollogorang Copper Project (“**NTM Tenements**”). Pursuant to this arrangement, Golden Horse Australia has the exclusive option (first stage option) to undertake a review and exploration on the NTM Tenements and to potentially acquire an initial 10% interest in the NTM Tenements over an initial 12-month period, beginning January 1, 2025. Golden Horse Australia paid NTM an initial option fee of A$100,000 on December 18, 2024. If Golden Horse Australia exercises the first stage option and acquires a 10% interest in the NTM Tenements, a joint venture will be formed with NTM and the parties will then formalize the terms of a joint venture agreement, pursuant to which Golden Horse Australia may earn up to a further 80% interest in the NTM Tenements (or may withdraw from the transaction) by meeting a number of exploration expenditures and other milestones over a series of stages, and may elect to acquire the remaining 10% interest in the NTM Tenements.

The Company has investigated title to all of its Western Australian exploration and evaluation assets and, to the best of its knowledge, title to all of its interests is in good standing. The exploration and evaluation assets in which the Company has committed to obtain an interest in are located in Western Australia.

PROVISIONS

	December 31, 2024 $	December 31, 2023 $
Current		
Taxation penalties and interest (a)	222,000	222,000
Employee benefits – annual leave	77,806	29,746
	299,806	241,746
Non-current		
Rehabilitation (b)	1,771,944	---
	1,771,944	---
Total	**2,071,750**	**251,746**

a) As announced by the Company on April 29, 2024, the Company identified that it and Golden Horse Holdings Canada Limited had not filed certain income tax and information returns with the Canada Revenue Agency ("**CRA**") for taxation years 2010 to 2022. During June 2024, the Company and Golden Horse Holdings Canada Limited filed all outstanding income tax and information returns with the CRA for taxation years 2010 to 2023. Following filing, notices of corporate income tax assessment from the CRA have been received for the Company and for Golden Horse Holdings Canada Limited, with the returns assessed as filed with no taxes payable.

   In relation to the late filed information returns for taxation years 2010 to 2022, the Company may be liable for penalties and interest under relevant income tax legislation. The CRA has assessed the Company with respect to the late filed information return relating to controlled and non-controlled foreign affiliates for the taxation years 2019 to2022. As at December 31, 2024, penalties and interest imposed by the CRA total approximately $193,000 with the Company not expecting the CRA to issue any further assessments to the Company and Golden Horse Holdings Limited. The Directors have provisioned $222,000 for potential penalties and interest for noncompliance with tax filing obligations. As the ultimate outcome cannot be reasonably or accurately estimated at this time, there is a risk the potential penalties for non-compliance with tax filing obligations and interest noted above may be higher than this amount.

   Accordingly, the amount above is subject to change, pending CRA's assessment of the information returns and the results of any negotiations and agreement with the CRA in respect of amounts due.

   The Company continues to work closely with its tax advisors with respect to the amounts potentially owing to the CRA.

b) The provision represents the present value of estimated costs for future rehabilitation of land explored or mined by the consolidated entity at the end of the exploration or mining activity.

COMMITMENTS AND CONTINGENCIES

Tenement commitments – Western Australia

The Group has a portfolio of tenements located in Western Australia, which all have annual requirements for minimum expenditures in addition to annual rental payments for the tenements. Future minimum expenditure commitments for the tenements held by the Company are as follows:

	December 31, 2024 $	December 31, 2023 $
Within one year	2,171,178	430,286
After one year but not more than five years	2,869,196	671,711
More than five years	1,251,207	388,152
Total	**6,291,581**	**1,490,149**

Acquisition commitments – Western Australia

Emerald

On October 11, 2024, the Company executed Acquisition Agreements with Emerald in respect of the Acquisition. Under the Acquisition Agreements, the potential deferred consideration payable to Emerald at the election of the Company is as follows:

- A$1,000,000 in cash or A$1,000,000 of Shares to Emerald at a 30-day VWAP, subject to a minimum deemed issue price of the TSXV Floor Price, at the time of releasing a JORC resource of 250,000 ounces of gold in respect of the Emerald Project within five years of closing;
- A$1,000,000 in cash or A$1,000,000 of Shares to Emerald at a 30-day VWAP, subject to the TSXV Floor Price, at the time of releasing a JORC resource of 500,000 ounces of gold in respect of the Emerald Project within five years of closing; and
- A$1,000,000 in cash or A$1,000,000 of Shares to Emerald at a 30-day VWAP, subject to the TSXV Floor Price, at the time of announcing a decision to mine in respect of the ground the subject of the Emerald Project within five years of closing.

The TSXV Floor Price was only applicable whilst the Company remained listed on the Exchange.

Taxation – Canada

The Company recognizes that it has an ongoing obligation to comply with tax regulations in the jurisdictions in which it operates. The Group has identified that the Company and Golden Horse Holdings Canada Limited had not filed certain income tax and information returns with the CRA for taxation years 2010 to 2022. In June 2024, the Company and Golden Horse Holdings Canada Limited filed all outstanding income tax and information returns with the CRA for taxation years 2010 to 2023. Following filing, notices of corporate income tax assessment from the CRA have been received for the Company and for Golden Horse Holdings Canada Limited, with the returns assessed as filed with no taxes payable. In relation to the late filed information returns for taxation years 2010 to 2022, the Company may be liable for penalties and interest under relevant income tax legislation. The CRA has assessed the Company with respect to the late filed information return relating to controlled and non-controlled foreign affiliates for the taxation years 2019 to2022. As at December 31, 2024, penalties and interest imposed by the CRA total approximately $193,000 with the Company not expecting the CRA to issue any further assessments to the Company and Golden Horse Holdings Limited. Following consultation with the Company's advisors, the directors have provisioned $222,000 in the consolidated financial statements for potential penalties and interest for non-compliance with tax filing obligations (refer to Note 11 and Note 16 in the consolidated financial statements for the twelve months ended December 31, 2024 for further information).

It is important to note that (i) there is a possible obligation depending on future events in relation to non-compliance with tax filing obligations, and (ii) the ultimate outcome cannot be reasonably or accurately estimated at this time as there is potential for additional penalties for non-compliance with tax filing obligations and the amount above is subject to change.

COMMITMENTS AND CONTINGENCIES (CONT'D…)

The Company will work closely with its tax advisors to negotiate the amount of any potential penalties and interest with the CRA.

Given that the provision is based on a number of assumptions and advice received, the Company considers it appropriate to disclose this contingent liability. The ultimate outcome cannot be reasonably or accurately estimated at this time.

SUBSEQUENT EVENTS

- On February 10, 2025, the Company announced that it has entered into an agreement for the acquisition of the Irene Betty lease (M77/1266). The Company has agreed to pay the vendor of Irene Betty (West Australian Prospectors Pty Ltd, an unrelated party to the Company) A$50,000 (payment made February 28, 2025) and issue 620,000 CDIs to the vendor (or its nominees). The issue of CDIs is subject to receipt of Ministerial consent, which must be received by August 8, 2026. The vendor has agreed to a voluntarily escrow the CDIs to 16 December 2025. In addition, the Company will grant a 1.5% net smelter royalty to the vendor on the first 15,000 ounces of gold produced from Irene Betty.

There were no other events after the reporting date requiring disclosure.

INTERNAL CONTROLS OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

Management's Report on Internal Control over Financial Reporting

Disclosure Controls and Procedures and Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's Chief Executive Officer (the "**CEO**") and the Chief Financial Officer (the "**CFO**"), on a timely basis so that appropriate decisions can be made regarding public disclosure.

As at the end of the period covered by this Management's Discussion and Analysis, management of the Company, with the participation of the CEO and CFO, evaluated the effectiveness of the Company's disclosure controls and procedures. The evaluation included documentation review, enquiries and other procedures considered by management to be appropriate in the circumstances. Based on that evaluation, the Company's CEO and CFO have concluded that, as December 31, 2024, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual and interim filings and other reports filed or submitted under applicable securities laws, is recorded, processed, summarized and reported within time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

Management, with the participation of its CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting for external purposes in accordance with IFRS as issued by the IASB. The Company's internal control over financial reporting include policies and procedures that:

- maintain records that accurately and fairly reflect, in reasonable detail, the transactions and dispositions of assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary for preparation of financial statements in accordance with IFRS as issued by IASB;
- provide reasonable assurance that the Company's receipts and expenditures are made only in accordance with authorizations of management and the Company's Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

The Company's internal control over financial reporting may not prevent or detect all misstatements because of inherent limitations. Additionally, projections of any evaluation of effectiveness for future periods are subject to the risk that controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with the Company's policies and procedures.

The Company performed an evaluation of the Company's ICFR and concluded that, as at December 31, 2024, ICFR was effective.

Changes in Internal Controls

There were no changes in the Company's ICFR that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting during the quarter ended December 31, 2024, and the year ended December 31, 2024.

Limitations on Controls and Procedures

The Company's management, including the CEO and CFO, believes that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, may not prevent or detect all misstatements because of inherent limitations. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system also is based in part upon certain of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

ADDITIONAL INFORMATION

Additional information about the Company, including the unaudited interim consolidated financial statements, is available on the Company’s profile on SEDAR+ at www.sedarplus.ca and on the Company's ASX profile at https://www.asx.com.au/markets/company/ghm.