AuMEGA Metals Ltd

Management's Discussion and Analysis

For the year ended December 31, 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of AuMEGA Metals Ltd ("AuMEGA" or the "Company") for the year ended December 31, 2024 should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2024. All amounts in this MD&A are in Canadian dollars unless otherwise stated. This MD&A is intended to help the reader understand the significant factors that influence the Company and its subsidiaries (collectively, the "Group") and such factors that may affect its future performance. This MD&A has been prepared as of March 27, 2025.

The audited consolidated financial statements were prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with IFRS Accounting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board ("IASB"). Please consult the Company's audited consolidated financial statements for the year ended December 31, 2024 for more complete financial information.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements and "forward-looking information" within the meaning of applicable Canadian securities laws (collectively, "forward-looking statements"). These statements relate to future events or the Company's future performance, business, operations and condition of the Company. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions (including negative and grammatical variations). These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: development of resources by AuMEGA; treatment under governmental regulatory and taxation regimes; the Company's ability to raise capital; prospecting at the Hermitage property and the timing thereof; the Company's ability to continue its operation as a going concern; the commencement of the diamond drill program and the timing thereof; the Company's future funding obligations; the Company making long-term decisions that are in the best interest of the business and its owners and that manage the Company's risks; the potential of the Hermitage Project; the implementation or completion of the Company's exploration initiatives on its projects; the Company's ability to fund its future obligations and the sources of such funding; the use of proceeds from the Financing (as defined below); the Company's exploration program in 2025 and the number of metres of drilling at Bunker Hill in the first quarter and drill programs planned for Cape Ray and Hermitage; future drilling at Bunker Hill in 2025; future targeting of large areas with significant gold anomalism at the Windsor Point Group Sediments; the Company's strategy to enhance shareholder value through significant gold discoveries in Newfoundland; whether the Company's technical analysis, geological expertise, and sound commercial judgment will enable the Company to enhance shareholder value; the Company's cash flow forecasts for the 12 months ending December 31, 2025; the Company's plans to continue its focus on exploration and development of mineral interests; the Company's expectation to incur losses until such time as a property enters into commercial production and generates sufficient revenues to fund its continuing operations; the Company's future operating expenses and capital expenditures; the Company's approach to managing liquidity to ensure sufficient cash to meet liabilities when due; whether Company's approach to managing liquidity will enable the Company to have sufficient cash to meet its liabilities when they are due without incurring unacceptable losses or risking damage to the Company's reputation; the Company's continued periodic review of disclosure controls and procedures and internal control over financial reporting; and the Company's ability to fund its operational and administrative expenditure and continue to operate as a going concern.

Forward-looking statements are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements. With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment; the unpredictability of changes to the market prices for minerals; that costs related to development of mineral properties will remain consistent with historical experiences; anticipated results of exploration activities; the costs of its exploration activities; the Company's ability to obtain additional financing on satisfactory terms; mining development risks; litigation risks; liquidity risks; the speculative nature of mineral exploration; the global economic climate; dilution; and share price volatility. Although the Company has attempted to identify important factors that could cause` actual results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause actual results, performance or achievements not to be as anticipated, estimated or intended.

The Company's actual results, performance or achievements could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A under the heading "Risk Factors" including the following: volatility in the market prices of minerals, uncertainties associated with estimating mineral resources, geological problems, technical problems, exploration problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in the exploration and mining, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of mineral resources and reserves, competition for undeveloped lands, competition for skilled personnel, political risks and unpredictable weather conditions.

CAUTIONARY NOTE REGARDING MINERAL RESOURCES

Scientific and technical information contained in this MD&A was reviewed and approved by Spencer Vatcher (Principal at Silvertip Exploration) for AuMEGA, who is a "qualified person" as defined by Canada's National Instrument 43-101 – Standards of Disclosure for Mineral Projects. Mineral resources which are not mineral reserves do not have demonstrated economic viability. Information on data verification performed on, and other scientific and technical information relating to, the Company's mineral property mentioned in this MD&A is included in the technical report titled "Technical Report on the Cape Ray Gold Project, Newfoundland, Canada" dated May 28, 2024 (with an effective date of May 26, 2024), prepared by Trevor Rabb (P. Geo.) and Ronald Voordouw, (P. Geo) of Equity Exploration Consultants Ltd., and Andrew Kelly (P. Eng.) of Blue Coast Research, a copy of which is available under the Company's profile at www.sedarplus.ca.

Business Overview

Core Business

AuMEGA Metals Ltd is an Australian corporation with a dual listing. Its primary listing is on the Australian Securities Exchange (“ASX”) under the ticker “AAM” with a secondary listing on the TSX Venture Exchange (“TSXV”) under the ticker “AUM”. Additionally, the Company is listed in the United States through the OTCQB trading platform under the symbol “AUMMF”.

The Company’s registered office is located at 24 Hasler Road, Osborne Park, Western Australia 6017 and its Canadian office is located at 10060 Jasper Avenue, Tower 1, Edmonton, AB, T5J 3R8. The Company has two wholly owned subsidiaries, namely Matador Canada Pty Ltd and Cape Ray Mining Limited. Matador Canada Pty Ltd was incorporated on March 21, 2018 under the laws of Western Australia and Cape Ray Mining Limited was incorporated on September 4, 2019 under the Companies Act (Nova Scotia).

AuMEGA is a mineral exploration company focused on advancing its principal asset in Newfoundland and Labrador, Canada, specifically on the island of Newfoundland.

The Company holds a substantial tenement package, predominantly located along the Central Regional Structural Zone (CRSZ), the province’s largest known gold-bearing structure. This prolific corridor also hosts Calibre Mining’s 5.1-million-ounce Valentine Gold Mineral Resource. AuMEGA’s current mineral resource estimate includes an indicated mineral resource of 6.2 million tonnes grading 2.25 grams per tonne (g/t) gold, totaling 450,000 ounces, and an inferred resource of 3.4 million tonnes grading 1.44 g/t gold, totaling 160,000 ounces.

AuMEGA’s CRSZ tenements span approximately 110 kilometers of continuous strike within a highly prospective yet underexplored region of southwestern Newfoundland. Additionally, the Hermitage Project, comprising a 27-kilometer continuous strike along the Hermitage Flexure, presents a promising geological structure with multiple gold and critical mineral showings. The Company also holds an option to fully acquire the Blue Cove Copper Project, further diversifying its asset portfolio in Newfoundland.

AuMEGA is backed by key strategic and institutional investors, including B2Gold, a leading gold producer with a track record of successful exploration, development, and operations worldwide.

The Company’s strategy is to enhance shareholder value through significant gold discoveries in Newfoundland. To achieve this, AuMEGA employs a disciplined, long-term approach rooted in high-quality technical analysis, geological expertise, and sound commercial judgment. The Company prioritizes prudent, risk-managed decision-making, ensuring operational control while mitigating industry-specific risks.

Financial Overview

The Company closed the 2024 calendar year with a cash balance of $15.7 million which compares to $9.0 million at the end of 2023. The year-on-year increase in cash relates to the completion of an oversubscribed $16.0 million financing completed in 2024.

2024 Fourth Quarter Highlights

Exploration

- Subsequent to the year end, the Company announced plans for a major exploration program in 2025 that includes total drilling of approximately 20,000 metres including a 10,000 metre drill program at Bunker Hill in the first quarter and drill programs planned for Cape Ray and Hermitage.
- High-resolution airborne magnetic and Very Low Frequency ("VLF") Electromagnetic geophysical survey completed over Bunker Hill, covering an area of approximately 170 km^2 consisting of 3,140 line-kilometres[1]. Preliminary magnetic data received with finalisation underway.
- Limited till program at Bunker Hill West delivered significant gold-in-till anomalies including 148 ppb and 94 ppb gold, nearly 40 times the crustal abundance level[2].
- Results from limited reconnaissance diamond drilling at Malachite confirmed further gold and copper mineralisation in bedrock[2].
- Inaugural reconnaissance till program over Intersection Project has yielded several priority follow-up targets. A total of 914 samples were collected over a survey area of 15 kilometres by 7 kilometres[3].
- Till results have identified four large areas with significant gold anomalism for future targeting, including the largest area of anomalism within the Windsor Point Group Sediments, the host rocks of the Company's Central Zone deposits.

Corporate

- During the quarter, the Company completed a private placement of approximately C$16 million (before costs)[4,5,6] through an upsized financing to institutional, professional and accredited investors.
- The private placement financing was supported by existing shareholders and included several new investors including global resource funds.

Selected Financial Information

The following table summarizes key forth quarter fiscal financial year and operating information:

[1] ASX Announcement 15 October 2024
[2] ASX Announcement 22 November 2024
[3] ASX Announcement 30 October 2024
[4] ASX Announcement 22 October 2024
[5] ASX Announcement 4 November 2024
[6] ASX Announcement 10 December 2024

	3 Months ended 31 December 2024	3 Months ended 31 December 2023	12 Months ended 31 December 2024	12 Months ended 31 December 2023
	(‘000s)	(‘000s)	(‘000s)	(‘000s)
Other Income	364	5	1,637	169
Net (loss)	(1,610)	(3,731)	(4,211)	(6,630)
Net comprehensive (loss)	(1,610)	(3,731)	(4,211)	(6,630)
Per common share, basic (cents)	(0.29)	(1.11)	(0.76)	(1.29)
Per common share, diluted (cents)	(0.29)	(1.11)	(0.76)	(1.29)

Statement of Financial Position Data		
	As at 31 December 2024	As at 31 December 2023
	(‘000s)	(‘000s)
Cash and cash equivalents	$15,727	$8,952
Current assets	$17,305	$9,802
Current liabilities	$4,085	$1,710
Exploration and evaluation assets	$49,069	$43,514
Total Assets	$66,598	$53,640
Total Liabilities	$12,423	$8,608
Working capital surplus	$13,220	$8,092

No dividends were declared on the Company’s outstanding shares during the reporting periods.

The net loss for the three months ended December 31, 2024, was $1.6 million compared to a net loss of $3.7 million for the corresponding three-month period ended December 31, 2023. The decrease was driven primarily by an increase in other income relating to settlement of flow-through share premium liability and decreased write off of exploration and evaluation assets, administration costs and management expenses, which was partially offset by higher income tax expenses.

The net loss for the 12 months ended December 31, 2024, was $4.2 million compared to a net loss of $6.6 million for the corresponding 12-month period ended December 31, 2023. This was driven primarily by an increase in other income relating to settlement of flow-through share premium liability and decreased write off of exploration and evaluation assets, administration expenses and management expenses, which was partially offset by slightly higher business development expenses, non-cash share-based payments expense and income tax expense.

	Summary of Quarterly results							
	December 31 2024	September 30 2024	June 30 2024	March 31 2024	December 31 2023	December 31 2023	June 30 2023	March 31 2023
	(‘000s)	(‘000s)	(‘000s)	(‘000s)	(‘000s)	(‘000s)	(‘000s)	(‘000s)
Net (loss)	(1,610)	(928)	(941)	(732)	(3,622)	(863)	(1,457)	(689)
Per common share, basic (cents)	(0.29)	(0.18)	(0.18)	(0.14)	(1.98)	(0.27)	(0.46)	(0.22)

Explanation of Quarterly results

During the three months ended December 31, 2024, the Company recorded a net loss of $1.6 million. The net loss was mainly comprised of exploration and evaluation asset write offs of $0.5 million, administration expense of $0.3 million, consultants and management expenses of $0.4 million, share-based payments expense of $0.1 million and taxation expense of $0.4 million. It was offset by settlement of flow-through share premium liability of $0.2 million and interest income of $0.1 million.

During the three months ended September 30, 2024, the Company recorded a net loss of $0.9 million. The net loss was mainly comprised of administration expense of $0.2 million, consultants and management expenses of $0.2 million, share-based payments expense of $0.4 million and taxation expense of $0.5 million. It was offset by settlement of flow-through share premium liability of $0.4 million and interest income of $0.1 million.

During the three months ended June 30, 2024, the Company recorded a net loss of $0.9 million. The net loss was mainly comprised of administration expense of $0.4 million, consultants and management expenses of $0.2 million, share-based payments expense of $0.4 million and taxation expense of $0.4 million. It was offset by settlement of flow-through share premium liability of $0.4 million and government grants of $0.1 million.

During the three months ended March 31, 2024, the Company recorded a net loss of $3.6 million. The net loss was mainly comprised of administration expense of $0.3 million, consultants and management expenses of $0.3 million, share-based payments expense of $0.1 million and a one-off impairment charge of $2.8 million. It was offset by settlement of flow-through share premium liability of $0.1 million.

During the three months ended December 31, 2023, the Company recorded a net loss of $1.5 million. The net loss was mainly comprised of administration expense of $0.3 million, consultants and management expenses of $0.3 million, share-based payments expense of $0.7 million and a one-off impairment charge of $2.8 million.

During the three months ended September 30, 2023, the Company recorded a net loss of $0.9 million. The net loss was mainly comprised of administration expense of $0.5 million, consultants and management expenses of $0.2 million, share-based payments expense of $0.1 million. It was offset by settlement of flow-through share premium liability of $0.1 million.

During the three months ended June 30, 2023, the Company recorded a net loss of $1.5 million. The net loss was mainly comprised of administration expense of $0.5 million, consultants and management expenses of $0.3 million, share-based payments expense of $0.2 million and income tax expense of $0.4 million. It was offset by settlement of flow-through share premium liability of $0.1 million.

During the three months ended March 31, 2023, the Company recorded a net loss of $0.7 million. The net loss was mainly comprised of administration expense of $0.3 million, consultants and management expenses of $0.2 million, share-based payments expense of $0.1 million and business development costs of $0.1 million.

Discussion of Operations

Bunker Hill Project

The Bunker Hill West area is characterised by the east-west trending CRSZ, which displays significant structural complexity with several major second order splays.

During the Canadian fall of 2024, the Company completed a limited till program over the Bunker Hill West area[2], located at the eastern edge of the Malachite Project and site of the Company's large 2021 geochemistry survey[7]. The Bunker Hill West till survey included grid lines 400 metres apart with stations spaced at 100 metres and centred over a cluster of historical high-grade outcropping samples[8] that graded 18.67 g/t gold and 12.25 g/t gold.

Till survey results returned peak gold values of 148 ppb and 94 ppb. Importantly, the results revealed a large, multi-station anomaly located 270 metres from historic high-grade outcrop and float samples, proximal to a major fault cutting through the CRSZ and trending to the northeast.

Interpretation of the recent airborne magnetic survey announced in October[9] revealed a dominant north-northwest striking structure, truncated by the CRSZ proximal to the intersection of the major second order fault and the historic gold showing. This structure is coincident with till results of 148 ppb and 35 ppb gold approximately 850 metres south of the CRSZ.

These tills samples are also anomalous in silver and lead, and are coincident with the high-grade gold in outcrop, with peak silver at 35.3 g/t and lead at 4.2%[10]. The gold-silver-lead association in both outcrop and tills as well as the area hosting the confluence of multiple structures represents a high-priority area for future drilling expected in 2025.

[7] ASX Announcement 20 April 2022 & 8 June 2022
[8] ASX Announcement 24 September 2024 & 22 March 2023
[9] ASX Announcement 15 October 2024
[10] ASX Announcement 22 March 2023

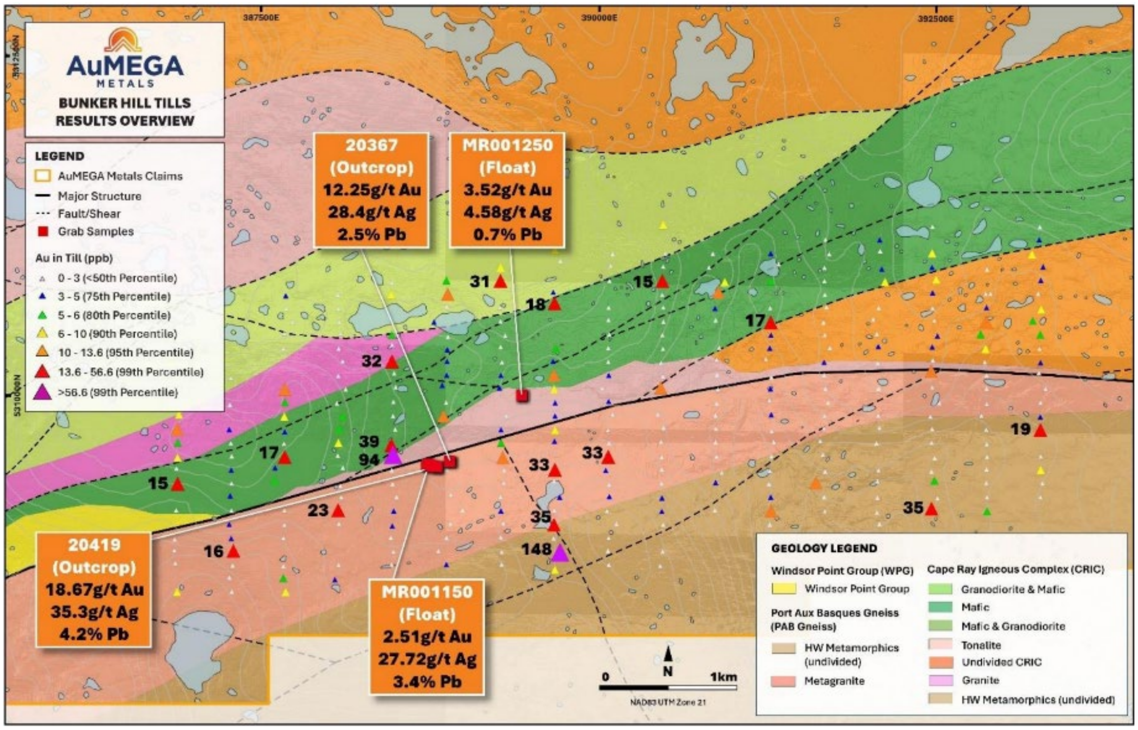

FIGURE 1: OVERVIEW OF BUNKER HIL WEST TARGET & RESULTS

In 2021, the Company completed a high-resolution, airborne magnetic survey over a 44 kilometre stretch from the Cape Ray and Isle Aux Morts Projects to the boundary limit of the Malachite Project[11]. In 2024, the Company continued the high-resolution airborne geophysical survey from Malachite over the Bunker Hill area, collecting a dataset of magnetic, VLF-EM and radiometric data.

The survey consisted of 3,142 line-kilometres over 25 kilometres of strike flown across Bunker Hill for a total of approximately 170 km^2 of coverage. Data was acquired at 60-metre line spacing with a sensor height of 30 metres.

[11] ASX Announcement 17 June 2021

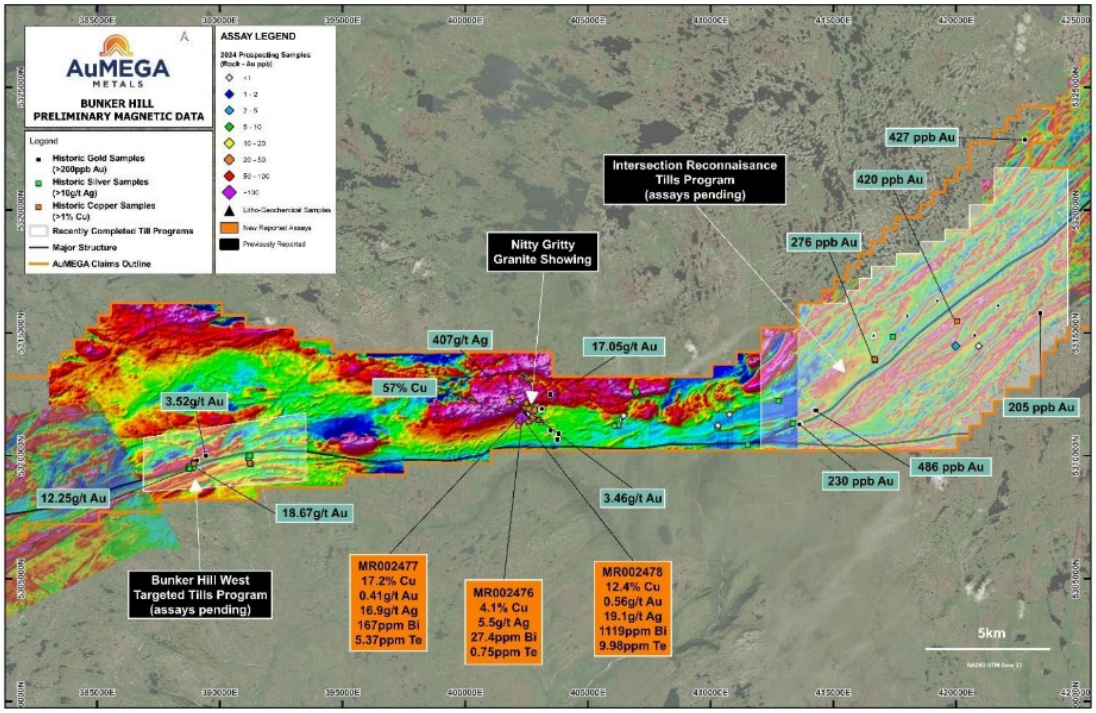

FIGURE 2: BUNKER HILL HIGH-RESOLUTION MAGNETIC SURVEY

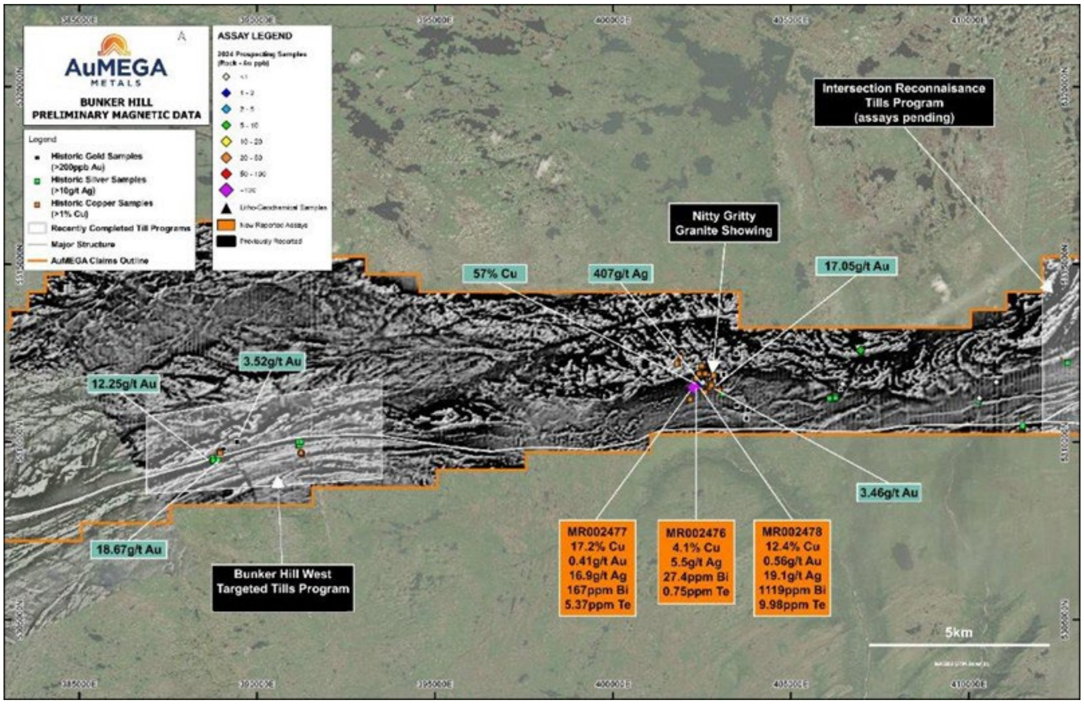

FIGURE 3: BUNKER HILL PRELIMINARY B/W HIGH-RESOLUTION AIRBORNE MAGNETIC SURVEY (TOTAL MAGNETIC INTENSITY – FIRST VERTICAL DERIVATIVE)

The preliminary data from the airborne geophysical survey revealed significant structural complexity and further confirms Bunker Hill as a high-priority Greenfields target for the Company. The entire project area is structurally unique in the CRSZ corridor anomaly, given its east-west orientation and the geophysical data demonstrates that the Bunker Hill structural domain is favourable to host large dilation zones permissive for the ingress of mineralising fluids.

This is observed through the preservation of the thickened Billiards Brook Formation (type equivalent of the Windsor Point Group – host to Central Zone, Isle aux Morts and Big Pond Deposits[12]) and intrusive units such as the Nitty Gritty Granite that have intruded within the sedimentary package and become entrained within the CRSZ. Recent outcropping results grading up to 17% copper and 19.1 g/t silver from the Nitty Gritty Granite area further demonstrates the prospectivity of the target. These intrusive units that have become entrained within the shear zone act as a brittle host, breaking apart and allowing the influx of mineralising fluids. The area has striking similarities to Calibre's Valentine Project deposits, which are located on the same structure 80 kilometres away to the northeast.

Large zones of a complex fault mosaic are also observed. These zones consist of major second and third order splays that are discordant to the regional geology and are observed cutting through historically mapped units favourable for gold mineralisation such as the iron-rich Cape Ray Fault Gabbro and the Nitty Gritty Granite. An example of this is the Bunker Hill West Target (see Figure 2) where previous prospecting and mapping results have identified the presence of a mafic unit that is cut by a major second order structure with the spatial correlation to gold mineralisation with samples upwards of 18.9 g/t gold[13].

Furthermore, the Billiards Brook Formation, which appears similar to the Windsor Point Group (current host of the Company's gold mineral resource), is observed to be upwards of two kilometres thick, representing the thickest occurrence outside of the Company's Central Zone, nearly 50 kilometres away to the southwest.

Malachite Diamond Drill Program Results

During the 2024 summer field season, the Company completed a small, reconnaissance-style diamond drill program to test geochemical targets along three interpreted splays identified from the 2024 winter Reverse Circulation ("RC") bottom-of-hole ("BOH") survey[14]. The diamond drill program included five drillholes for approximately 1,100 metres combined.

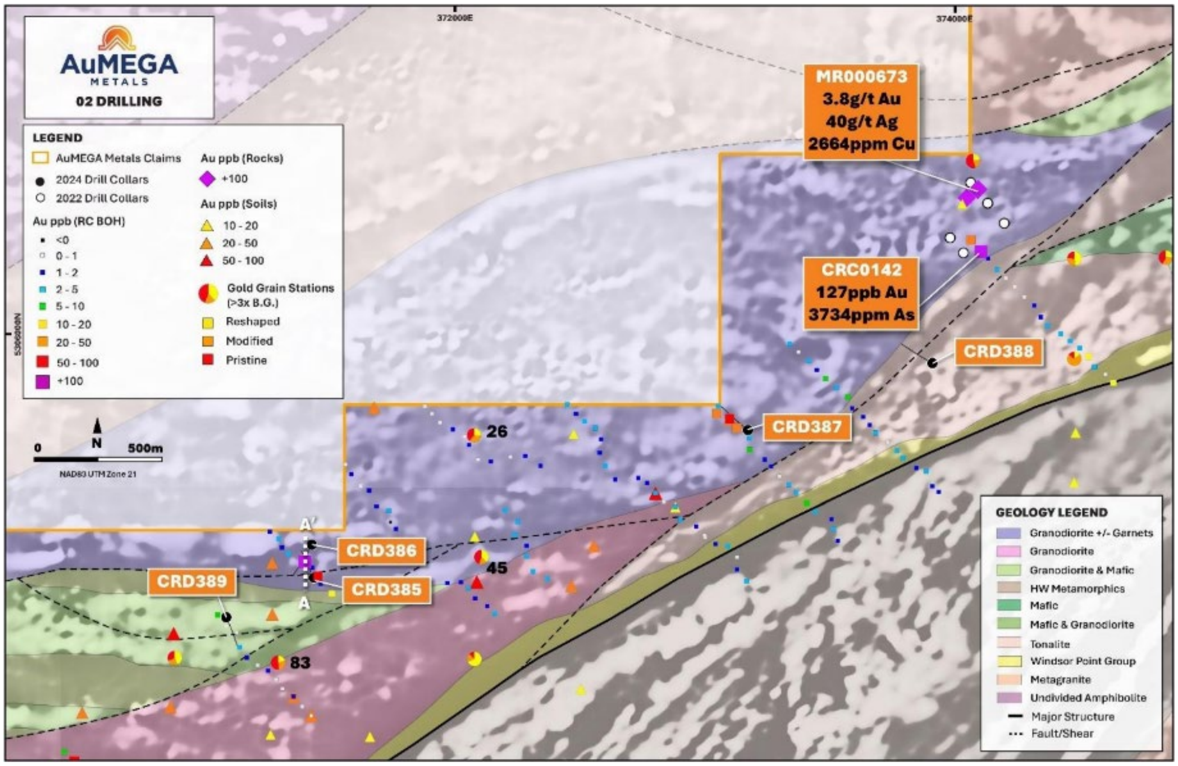

FIGURE 4: MALACHITE RECONNAISSANCE DRILL RESULTS

CRD385 and CRD386 targeted the major east-west striking splay off the CRSZ, which was identified as potentially being fertile for gold during the winter RC-BOT program. These two scissored holes were designed to test for primary mineralisation below a BOH RC hole that returned values upwards of 0.63 g/t gold, 1.99% copper and 27.7 g/t silver over 0.9 metres[14].

Diamond hole CRD385 returned peak values of 0.33 g/t gold, 3.93 g/t silver, 2,157 ppm lead and 873 ppm zinc over 0.91 metres. The mineralisation was associated with shearing near the contact of a granodiorite and mafic intrusive unit, with chlorite alteration observed along the structure.

All other drillholes intersected abundant brittle and ductile structural features throughout with hydrothermal alteration assemblages and discrete poly-metallic veining observed. No economic mineralisation was observed in these drillholes.

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[12] ASX Announcement 30 May 2023
[13] ASX Announcement 22 March 2023 and 24 September 2024
[14] ASX Announcement 23 April 2024 & 28 May 2024

The Malachite area displays significant structural complexity and exploration work-to-date, including limited diamond drilling, has confirmed the presence of gold and copper associated with clear evidence of hydrothermal fluid activity and large geochemical signatures. While Malachite continues to demonstrate discovery potential, it will require a larger drill program to test the dozens of structures across the area. This advanced work will be deferred in favour of Bunker Hill that has returned significantly higher gold and copper values in outcrop with several discrete areas of high interest.

Intersection Project

During the Canadian summer of 2024, the Company completed a first coarse reconnaissance till survey over the Intersection Project, located in the far northeast corner of its CRSZ mineral licences, adjacent to Calibre Mining's recently staked ground on the CRSZ and Eldorado Gold's recently announced joint venture.

The sampling of the glacial till is a proven technique used to make major mineral discoveries, particularly in areas covered by overburden. A recent example of its effectiveness is by Rupert Resources (TSX: RUP), where its coarse reconnaissance till surveys in Finland were followed up by RC bottom of hole drilling, which led them to the Ikkari discovery (4+ million-ounce deposit)[15].

The Company's till survey at Intersection consisted of grid lines spaced 800 metres apart with stations spaced at 100 metres. Results from the survey highlight the potential for large, buried mineralised systems and the Company's hypothesis is supported by the coarsely spaced sampling grid returning highly anomalous gold, silver, copper and other pathfinder elements across multiple stations and lines. These sample points also overlay prospective lithological domains or structural trends.

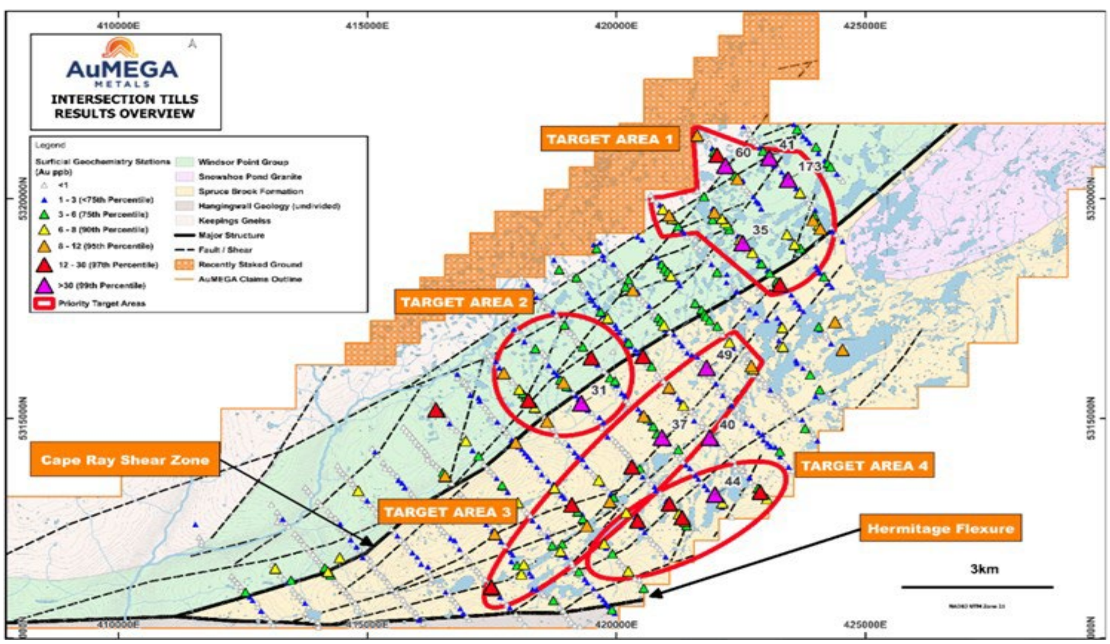

FIGURE 5: INTERSECTION RECONNAISSANCE TILL RESULTS WITH SOLID GEOLOGY

[15] https://rupertresources.com/ikkari-discovery/

The largest zone (Target Area 1) of elevated gold is situated adjacent to several major second and third order structures within the favorable Windsor Point Group, which is the host rock for the Company's high-grade Central Zone Mineral Resource[16]. This area of structural complexity is two kilometres in strike and one and a half kilometres wide and has the largest concentration of gold in till and elevated suite of pathfinders at Intersection. Till anomalism from this area ranges from 35 to 173 ppb gold across strike and includes a peak silver value of 5.82 g/t with coincident bismuth and copper anomalism in the 99th percentile of the survey. Given the highly encouraging results, the Company staked additional licences adjacent to the northern boundary of the property.

Target Area 2 is observed as having a similar structural position to Target Area 1. It contains a cluster of gold in-till anomalism with a peak gold value of 31 ppb. These anomalous tills occur over an area that appears to have several prospective splays off the CRSZ.

Propagating off the eastwards trending major fault named the Gunflap Hills Fault (Hermitage Flexure), is a series of northeast to (Target Area 3) east-northeast (Target Area 4) trending second and third order splays that have returned a coincident anomalous gold-in-till signature with values upwards of 49 ppb gold and continues for over seven kilometres and four kilometres along strike respectively. The Company is currently assessing the potential of this unit for gold mineralisation as all historic exploration was focused on base metals.

Overall, the Company is seeing a gold association with silver-bismuth-copper. This association was recognised from the previously released Bunker Hill prospecting program earlier this summer[17]. This geochemical association is further compounding Intersection's position as a critical piece in the Company's district-scale portfolio.

Hermitage Gold and Antimony Project

The Company's Hermitage property consists of 27 kilometres of continuous strike along the large crustal scale suture zone between the Dunnage and Gander zones, known as the Hermitage Flexure. Regionally, the Dunnage zone contains volcanic packages hosting turbidite sequences, which are considered regionally prospective for hosting gold deposits throughout Newfoundland, and globally in places such as the Bendigo Terrane in Victoria, Australia, including Agnico Eagle's prolific Fosterville gold mine, also in Victoria.

[16] ASX Announcement 30 May 2023
[17] ASX Announcement 24 September 2024

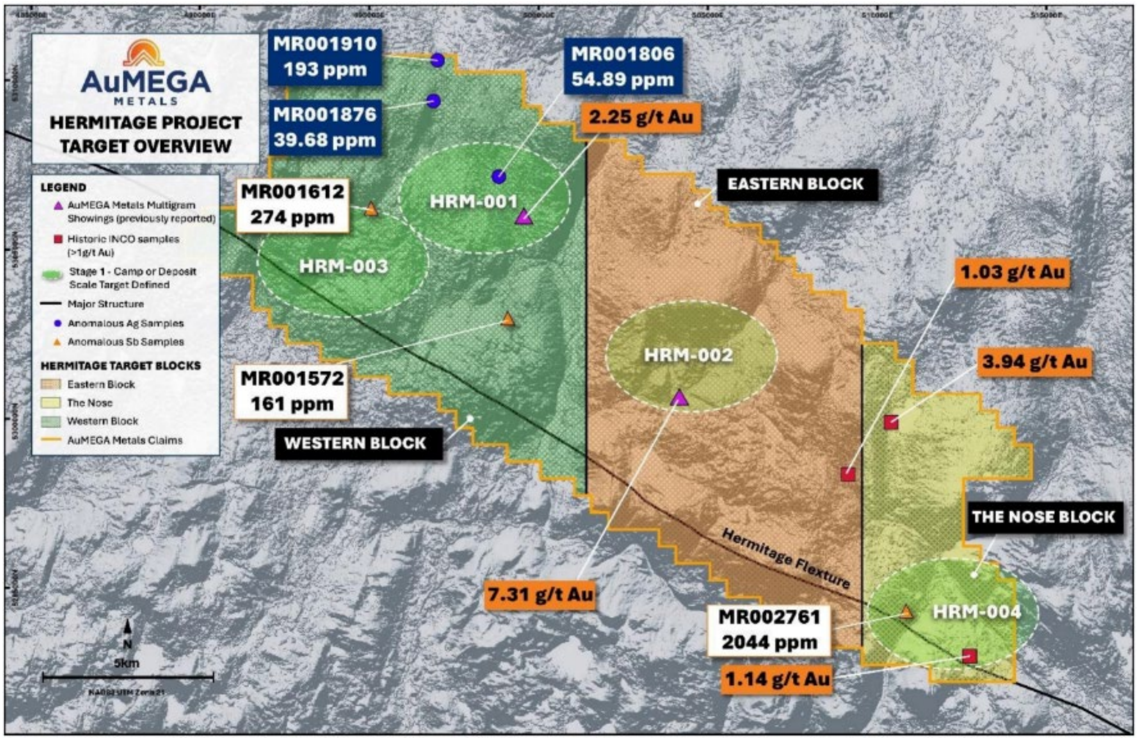

FIGURE 6: OVERVIEW OF THE HERMITAGE PROJECT DISPLAYING THE PROJECT'S TARGET BLOCKS AND KEY GOLD SHOWINGS

Corporate

Capital Raising

During the forth quarter of 2024, the Company completed a private placement of approximately C$16 million (before costs) ("the Financing") through an upsized financing to institutional, professional and accredited investors.

The Financing was well supported by the Company's existing shareholders including B2Gold Corp who increased their overall ownership to 9.9% of total shares outstanding. The Financing included the addition of several new major, institutional investors from Canada, United States, Europe, Asia and Australia.

The issuance of ordinary shares of the Company (the "Ordinary Shares") under the Financing utilised the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A. With the increased demand, the Company structured the Financing in two tranches.

Under the Tranche One Placement (as defined herein), the Company issued an aggregate of 131,152,889 Ordinary Shares to institutional, professional and accredited investors consisting of: (i) 9,259,259 Ordinary Shares at a price of $0.050/A$0.054 per share; and (ii) 121,893,630 Ordinary Shares which constitute "flow-through shares" as defined in subsection 66(15) of the Income Tax Act

(Canada) at a price of $0.06825/A$0.07408 per share, for aggregate gross proceeds of $8.77 million ("Tranche One Placement").

Under the Tranche Two Placement (as defined herein), the Company issued an aggregate of 128,035,776 Ordinary Shares to institutional, professional and accredited investors for aggregate gross proceeds of $7.3 million (the "Tranche Two Placement"), consisting of:

- Hard Dollars: 65,236,111 Ordinary Shares at a price of $0.050/A$0.054 per share; and
- Flow Through: the following "flow-through shares" as defined in subsection 66(15) of the Income Tax Act (Canada) as follows:
    - Traditional Flow Through: 34,299,666 Ordinary Shares at a price of $0.06/A$0.065 per share;
    - Premium Flow Through: 28,500,000 Ordinary Shares at a premium flow through price of at a price of $0.06825/A$0.07408 per share.

The proceeds from the Financing will be used primarily to advance the Company's exploration program in Newfoundland and Labrador, which is expected to include the Company's largest drill program in the last three years of up to 20,000 metres with an aim to grow the existing mineral resource and discovery at the highly prospective Bunker Hill Project. Additionally, the Company will continue to invest in early stage exploration activities to further define and advance new and existing targets at Hermitage and Malachite. Finally, proceeds from the Financing will also be used for working capital and general corporate purposes.

The proceeds from the Financing will be used primarily to advance the Company's exploration program in Newfoundland and Labrador, which is expected to include the Company's largest drill program in the last three years of up to 20,000 metres with an aim to grow the existing Mineral Resource and discovery at the highly prospective Bunker Hill Project. Additionally, the Company will continue to invest in early-stage exploration activities to further define and advance new and existing targets at Hermitage and Malachite. Finally, proceeds from the Financing will also be used for working capital and general corporate purposes.

Appointment of Vice President Exploration

During the fourth quarter, AuMEGA appointed highly experienced and well-respected exploration geologist, Rick Greenwood as the Company's Vice President of Exploration[18] as of 1 October 2024.

Rick is Professional Geologist from Newfoundland and brings over 20 years of Canadian gold exploration experience, most recently as Exploration Manager for Kinross Gold, a major global gold producer. Prior to joining Kinross, Rick was with Great Bear Resources ("Great Bear") in Ontario and a member of the discovery team of what was one of the largest gold discoveries over the past decade in Canada. During Rick's tenure at Great Bear, the company grew from a market capitalisation of C$5 million to $1.8 billion when it was sold to Kinross in 2021.

Prior to Great Bear, Rick was a generative exploration geologist for Goldcorp at the Red Lake Gold Complex prior to its merger with Newmont. Earlier in his career, he was with Rainy River Resources Ltd, later acquired by New Gold Inc., during the discovery of a multi-million-ounce deposit currently in production.

[18] ASX Announcement 3 September 2024 – AuMEGA Appoints Rick Greenwood as Vice President of Exploration

He has a Bachelor of Sciences degree in Geological and Earth Sciences/Geosciences from Memorial University in Newfoundland and Labrador.

Liquidity, Capital Resources, and Outlook

The Company had $15.7 million of cash on hand as at December 31, 2024 and the Company's cash flow forecasts for the 12 months ending December 31, 2025 indicate that the Company expects to meet its committed operational and administrative expenditure and thus continue to operate as a going concern.

No adjustments have been made relating to the recoverability and classification of recorded asset amounts nor to the amounts or classification of liabilities that might be necessary should the Group not continue as a going concern.

To facilitate the management of its capital requirements, the Company prepares annual operating budgets which are approved by the Board of Directors. The Company regularly monitors its cash flows and prepares regular forecasts based on changes in operations and/or economic conditions to facilitate the management of its capital requirements.

Contractual Obligations					
Payments Due by Period ('000s)	Total	Less than 1 year	1-2 years	2-5 years	After 5 years
Non-interest bearing					
Trade Payables	$945	$945	-	-	-
Interest bearing					
Lease liabilities	$37	$25	-	-	-
Total Contractual Obligations	$982	$970	-	-	-

The Company's approach to managing liquidity is to ensure that it will have sufficient cash to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has no source of revenue, income or cash flow. It is wholly dependent upon raising monies through the sale of its shares or other securities to finance its business operations. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Company, or at all.

The recoverability of amounts shown as mineral exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop one or more properties and the ultimate realization of profits through future production or sale of the mineral property interests. Realised values may be substantially different than carrying values as recorded in the Company's financial statements.

The Company's interim financial report has been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company closed the year ended December 31, 2024 with a cash balance of $15.7 million which compares to $9.0 million at December 31, 2023. The increase in cash predominately relates to the successful completion of a $16 million capital raise (before costs) towards the end of the period.

Current assets were higher at December 31, 2024 compared to December 31, 2023. The increase relates to an increase in cash and cash equivalents due to the capital raise.

Total liabilities for the period ended at December 31, 2024 were $12.4 million compared to $8.6 million at the end of 2023. The increase in total liabilities relates to the flow through premium recognised on the capital raise. The Company has no debt.

Capital Resources

To facilitate the management of its capital requirements, the Company prepares annual operating budgets which are approved by the Board of Directors. The Company regularly monitors its cash flows and prepares regular forecasts based on changes in operations and/or economic conditions to facilitate the management of its capital requirements.

The Company has the following licence expenditure commitments to maintain its mining licences in good standing.

Commitments				
Payments Due by Period ('000s)	Total	Less than 1 year	1-5 years	More than 5 years
Minimum licence expenditure	$1,700	$1,396	$13	$291

Flow-through Financings

Historically, the Company has entered into flow-through private placements ("FT Placements") to fund exploration activities, the most recent being the 2023 FT Placements. Canadian tax rules require the Company to spend flow-through funds on "Canadian exploration expenses" (as defined in the Income Tax Act (Canada)) by the end of the calendar year following the year in which they were raised.

The Company indemnified the subscribers of flow-through shares from any tax consequences should the Company, notwithstanding its plans, fail to meet its commitments under the flow-through subscription agreements.

In 2023, the Company completed a Flow-Through Offering for $4.279 million, thus committing to spend this amount by 31 December 2024 on "Canadian exploration expenses" which qualify as "flow-through mining expenditures", as these terms are defined in the Income Tax Act (Canada) ("Resource Expenditures").

The premium on the $4.279 million Flow-Through Offering amounted to $1.003 million. At 31 December 2024, the Company has expended all of the 2023 FT Private Placement amount of $4.279 million on Resource Expenditures.

During 2024, the Company completed a Flow-Through Offering for $12.296 million, thus committing to spend this amount by 31 December 2025 on "Canadian exploration expenses" which qualify as "flow-through mining expenditures", as these terms are defined in the Income Tax Act (Canada) ("Resource Expenditures").

The premium on the $12.296 million Flow-Through Offering amounted to $3.082 million. At 31 December 2024, the Company has expended $1.029 million of the 2024 FT Private Placement amount of $3.082 million on Resource Expenditures. The Company has until 31 December 2025 to spend the remaining outstanding balance of approximately $2.807 million on Resource Expenditures.

The Company may be subject to interest on flow-through proceeds ("Part XII.6 tax") renounced under the look- back rules in respect of prior years, and penalties, in accordance with regulations in the Income Tax Act (Canada), if it is determined that flow-through proceeds were not properly or timely spent on Canadian exploration expenses. Any Part XII.6 tax is expensed as incurred, as an operating expense.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the Company's financial performance.

Related Party Transactions

There was $180,000 paid during the quarter ended December 31, 2024 to related parties relating to Director fees and the salary of the Managing Director.

Critical Accounting Estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Share-based Payment Transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Black-Scholes option pricing model or Monte-Carlo simulation model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Exploration and Evaluation Costs

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

Impairment of Exploration and Evaluation Assets

The carrying value of capitalised exploration and evaluation expenditure is assessed for impairment on a regular basis or whenever impairment indicators are present. When information becomes available suggesting that the recovery of expenditure which had previously been capitalised is unlikely or that the Group no longer holds tenure, the asset is tested to determine the recoverable amount and assess whether this is below carrying amount. If the recoverable amount is below the carrying amount, then the asset is impaired.

Changes in Accounting Policies including Initial Adoption

There have not been any material changes to the Company's accounting policies during the most recently completed financial period.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 31 December 2024. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 18 (IAS 18) Presentation and Disclosure in Financial Statements
This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and early adoption is permitted. The standard replaces AASB 1 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The consolidated entity will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

Financial Instruments and Other Instruments

Financial risk management objectives

The consolidated entity's principal financial assets comprise cash and other receivables. The consolidated entity's principal financial liabilities comprise trade creditors. The main purpose of these financial instruments is to manage cash flow and assist the consolidated entity in its daily operational requirements.

The consolidated entity is exposed to interest rate risk, liquidity risk and credit risk in respect to the financial instruments that it held at the end of the financial year.

This note presents information about the consolidated entity's exposure to each of the above risks

The Board has overall responsibility for the establishment and oversight of the risk management framework.

Risk management policies are established by the Board to identify and analyse the risks faced by the consolidated entity, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

Market risk

Foreign currency risk

The consolidated entity operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Australian Dollar.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2024	2023	2024	2023
Consolidated	$	$	$	$
Australian dollars - Trade & other payables	-	-	37,312	33,545
Australian dollars - Cash at bank	4,522,539	3,139,755	-	-
	4,522,539	3,139,755	37,312	33,545

	AUD strengthened			AUD weakened		
Consolidated - 2024	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
Australian dollars	10%	448,523	448,523	(10%)	(448,523)	(448,523)

Price risk
The consolidated entity is not exposed to any significant price risk.

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates.

	Basis points increase			Basis points decrease		
Consolidated - 2024	Basis points change	Effect on profit before tax	Effect on equity	Basis points change	Effect on profit before tax	Effect on equity
Cash and cash equivalents	100	157,268	157,268	(100)	(157,268)	(157,268)

Credit risk
Credit risk refers to the risk that counterparties will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. Banks and financial institutions are chosen only if they are independently rated parties with a minimum rating of ‘A’.

At 31 December 2024, the consolidated entity has significant funds on deposit with Royal Bank of Canada ("RBC"). RBC is one of Canada's largest banks, and among the largest in the world based on market capitalisation with a Moody’s rating of AA.

Liquidity risk
Liquidity risk is the risk that the consolidated entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The consolidated entity’s approach to managing liquidity is to ensure that it will have sufficient cash to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the consolidated entity’s reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of credit facilities or other fund-raising initiatives.

The Board frequently reviews budget variance analyses that include working capital projections to monitor working capital requirements and optimise cash utilisation.

The consolidated entity continuously monitors forecast and actual cash flows and the maturity profiles of financial assets and financial liabilities to manage its liquidity risk.

Remaining contractual maturities

The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2024	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	945,172	-	-	-	945,172
Total non-derivatives		945,172	-	-	-	945,172

Consolidated - 2023	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	594,000	-	-	-	594,000
Total non-derivatives		594,000	-	-	-	594,000

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Disclosure of Outstanding Share Data

The following is a description of the outstanding equity securities and convertible securities previously issued by the Company above:

Shares Outstanding Date	March 25, 2025	December 31, 2023
Common shares	787,012,708	787,012,708
Stock Options	33,446,305	33,446,305
Zero Priced Options (RSUs)	14,252,880	14,252,880
Performance rights (PSUs)	8,530,499	8,530,499

Risk Factors

The Company is in the business of exploring and developing mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on equity financing to fund exploration, development and its other activities. The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may exist.

Additional Capital

The Company plans to continue its focus on exploration and development of mineral interests. The Company will use its operating cash flows to carry out such endeavours. However, the Company will require substantial additional financing to move forward with development and production of a future mine. Further exploration and development capacities may be dependent upon its ability to obtain financing through equity or debt, and there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and, development of the Company's projects.

Financing Risks

The Company may require financing in the future to continue to develop its business and there can be no assurance that such financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares or securities convertible into or exercisable for common shares, control of the Company may change, and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments, and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

Community and Stakeholder Relations

The Company's relationships with the community in which it operates are critical to ensure the future success of its existing operations. The future success of the Company is reliant on a healthy relationship with local communities in which the Company operates. While the Company is committed to operating in a socially responsible manner, there is no guarantee that its efforts will be successful, in which case interventions by third parties could have a material adverse effect on the Company's business, financial position and operations.

Company Evolution

The exploration for, and development of, mineral deposits involve a high degree of risk. Few properties which are explored are ultimately developed into producing mines. To mitigate this risk, the Company undertakes systematic and staged exploration and testing programs on its mineral properties and, subject to the results of these exploration programs, the Company will then progressively undertake a number of technical and economic studies with respect to its projects prior to making a decision to mine. However, there can be no guarantee that the studies will confirm the technical and economic viability of the Company's mineral properties or that the properties will be successfully brought into production.

Conflicts of Interest

Certain directors and officers of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of natural resource exploration, development and production. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company.

Future Profits/Losses and Production Revenues/Expenses

The Company has no history of operations and expects that its losses will continue for the foreseeable future. The Company does not expect to receive revenues from operations or be profitable in the foreseeable future, if at all. The Company expects to incur losses until such time as a property enters into commercial production and generates sufficient revenues to fund its continuing operations. Development will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability. The Company's operating expenses, and capital expenditures may increase in subsequent years due to the cost of employees, consultants, service providers and equipment associated with advancing exploration and development. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the Company's strategic analyses, the rate at which operating losses are incurred, the execution of any joint venture or other agreements with strategic partners, and the Company's acquisition of additional properties and other factors, many of which factors are beyond the Company's control.

Commodity Prices

In the event that the Company has a producing mine in the future, the profitability of the Company's business will be largely contingent on the market price for the minerals sold by the Company. A significant reduction in the market price of the minerals sold by the Company for any extended period could have a materially adverse effect on the Company's profitability and cash flow. Global minerals prices fluctuate widely and are affected by numerous factors beyond the Company's control, including global demand and production levels, political and economic conditions, producer hedging activities, speculative activities, inflation, interest rates and currency exchange rates.

Dependence on Key Personnel

The Company is heavily dependent on its key personnel and on its ability to motivate, retain and attract highly skilled persons. If, for any reason, any one or more of such key personnel do not continue to be active in the Company's management, the Company could be adversely affected. There can be no assurance that the Company will successfully attract and retain additional qualified personnel to manage growth effectively and could have a material adverse effect on the Company's business, financial condition or results of operations.

Market Price of the Shares and Share Price Volatility

The market price for the Company's common shares cannot be assured. Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The trading price of the Company's common shares may be subject to large fluctuations. For the same reason, the value of any of the Company's securities convertible into, or exchangeable for, common shares may also fluctuate significantly, which may result in losses to investors. The price of the Company's common shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. Factors that may contribute to volatility in the securities of the Company include macroeconomic developments globally, and market perceptions of the attractiveness of particular industries. The price of the Company's common shares is also likely to be significantly affected by short-term changes in mineral prices or in its financial condition or results of operations.

Other factors unrelated to the Company's performance that may have an effect on the price of the Shares include the following: lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of the common shares; the size of the Company's public float may limit the ability of some institutions to invest in the shares; and a substantial decline in the price of the common shares that persists for a significant period of time could cause the common shares to be delisted from the exchange on which they trade, further reducing market liquidity. The market price for the shares may also be affected by the Company's ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of the common shares.

In the past, following periods of volatility in the market price of a Company's securities, shareholders have often instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could materially and adversely harm the Company and its financial position.

Dividend Policy

Investors in the Company's securities cannot expect to receive a dividend on their investment in the foreseeable future, if at all. Accordingly, it is unlikely that investors will receive any return on their investment in the Company's securities other than through possible share price appreciation.

Internal Controls Over Disclosure and Financial Reporting

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") are responsible for designing disclosure controls and procedures to ensure that material information is being recorded, processed, summarized, and reported to senior management, including the certifying officers and members of the Company's Audit Committee on a timely basis, so that appropriate decisions can be made regarding public disclosure. In addition, the CEO, and CFO are responsible to design, or cause to be designed under their supervision, internal controls over financial reporting ("ICFR"), to a standard that provides reasonable assurance of the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards.

Disclosure Controls and Procedures

Disclosure controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Audited Filings, means controls and other procedures of an issuer that are designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, audited filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed by an issuer in its annual filings, audited filings or other reports filed or submitted under securities legislation is accumulated and communicated to the issuer's management, including its certifying officers, as appropriate to allow timely decisions regarding required disclosure. An evaluation of the effectiveness of the Company's disclosure controls and procedures was conducted as of December 31, 2024, by and under the supervision of the Company's management, including the CEO and CFO. Based on this evaluation, the CEO and CFO have concluded that the disclosure controls and procedures were effective.

Internal Controls Over Financial Reporting

The Company's management, including the CEO, and CFO, has evaluated the design of the Company's ICFR using the control framework and criteria established by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management has concluded that the Company's ICFR as at December 31, 2024 were designed and operating effectively and provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards. There were no changes to ICFR during the quarter.

Limitations on the effectiveness of disclosure controls and internal controls over financial reporting

It should be noted that while the Company's CEO and CFO believe that the Company's internal controls system and disclosure controls and procedures provides a reasonable level of assurance that the objectives of the control systems are met, they do not expect that the Company's control system will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential conditions. The Company will continue to periodically review our disclosure controls and procedures and internal control over financial reporting and may make modifications from time to time as considered necessary or desirable.