TARANIS RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS,
FOR THE YEAR ENDED DECEMBER 31, 2024
(Including subsequent events to April 24, 2025)

This Management Discussion and Analysis ("MD&A) is provided for the purpose of reviewing the performance of Taranis Resources Inc. ("Taranis" or "the Company") for the year ended December 31, 2024 and comparing results with the previous year. It should be read in conjunction with the Company's audited financial statements and corresponding notes for the year ended December 31, 2024 which were prepared in accordance with International Financial Reporting Standards ("IFRS")

The Company's management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate systems, procedures, and internal controls, as well as for ensuring that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders.

Global issues, including recent geo-political conflicts have adversely affected workplaces, economies, supply chains, and financial markets worldwide. It is not possible for the Company to predict the duration or magnitude of the adverse results of these issues and their effects on the Company's business or results of operations at this time.

The reader is encouraged to review the Company's statutory filings on www.sedarplus.ca and general information on its website www.taranisresources.com.

FORWARD LOOKING STATEMENTS

All statements in this report that do not directly and exclusively relate to historical facts constitute forward-looking statements. These statements represent the Company's intentions, plans, expectations, and beliefs and are subject to risks, uncertainties, and other factors of which many are beyond its control. These factors could cause actual results to differ materially from such forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, as a result of new information, future events or otherwise.

OVERALL PERFORMANCE

As of April 24, 2025, the Company has sufficient funds to meet its fixed overhead commitments to the end of December 2025. See "Capital Resources and Liquidity" and "Financial Instruments and Capital Risk Management" for more information.

DESCRIPTION OF BUSINESS

The Company is principally engaged in the acquisition, exploration and, if results warrant, development of precious and base metal projects. It is currently actively exploring and developing one advanced-stage precious/base metal prospect in British Columbia, Canada.

All of the Company's exploration activities are overseen by John Gardiner, (P. Geo.), a Qualified Person under the meaning of Canadian National Instrument 43-101.

RESULTS OF OPERATIONS

The cumulative costs of Exploration and Evaluation Assets for the year ended December 31, 2024 are as follows:

EXPLORATION AND EVALUATION ASSETS

	December 31, 2024	December 31, 2023
Thor Property		
Acquisition costs:		
Balance, beginning of period	$ 843,401	$ 788,268
Additions	5,731	55,133
Balance, end of period	849,132	843,401
Exploration costs:		
Balance, beginning of period	6,146,756	5,653,406
Assaying and metallurgy	112,182	59,693
Geological fees	114,219	146,409
Engineering	123,120	58,073
Drilling and trenching	843,646	296,347
	1,193,167	560,522
Exploration costs recovered	-	(67,172)
Balance, end of period	7,339,923	6,146,756
Total costs	$ 8,189,055	$ 6,990,157

Other Projects/Evaluations

Periodically, the Company evaluates other exploration opportunities that have either been directly identified by it or have been brought to its attention. These projects fall under the heading of Property Evaluation and typically include the cost of data evaluation and site visits. These costs are capitalized if the property is acquired; otherwise they are written off.

Thor Property, British Columbia, Canada

The Company's Thor property, located in the Revelstoke Mining District of British Columbia, includes 27 Crown Granted Mineral Claims and 31 Mineral Tenures covering approximately 5,441 hectares. The combined Crown Grants and Mineral Tenures form a contiguous 100% owned property over the known Thor precious and base metal deposit.

The Crown Grant claims at Thor are in good standing; they were issued between 1896 and 1914, and in various places convey surface, timber, and water rights to their holder. Most importantly, the Crown Grants convey title to the described "Parcel of Land, and all minerals, precious and base (save coal)" in fee simple.

As it relies on Crown Grant mining claims as well as Mineral Tenures to secure its property interest, Taranis is affected by ongoing discussions in British Columbia about Indigenous Title. In March of 2022, Taranis proactively contacted the Ministry of Indigenous Relations and Reconciliation ("MIRR") to fully understand whether the Thor project land package is a matter of contention among any First Nations groups. MIRR responded that the ongoing treaty negotiations with the Ktunaxa Nation do not contemplate any transfers of land title in the Trout Lake area. Furthermore, Taranis was assured "that the Province will continue to honour any pre-existing tenures, whether surface or subsurface".

The Thor deposit occurs within a major geological structure called the Silver Cup Anticline where it is transected by a north-northwest structure called the Thor Fault Zone ("TFZ"). The Silver Cup Anticline hosts almost all of the known precious-base metal deposits in the Silver Cup mining District. The Silver Cup mining district saw extensive mining development in the early 1900's and hosted several past producing mines including the Spider, Silver Cup, Triune and Nettie L. Mines.

EXPLORATION AND GEOLOGY

Geology of the Thor Project

Silver, gold, copper, lead, and zinc lodes are associated with the Thor Fault Zone ("TFZ"), a major geological structure that extends for upwards of 4 km on the property in a north-northwest direction. The TFZ dips moderately to the ENE and consists of individual segments that commonly overlap in an en-echelon fashion. The TFZ obliquely crosscuts the older northwest trending Silver Cup Anticline.

The TFZ contains all of the known precious/base metal zones on the property. These include (from south-southeast to north-northwest): Broadview, Great Northern, True Fissure, SIF, Blue Bell, and the Thunder zones. The recently discovered Thunder Zone is the only known mineral occurrence on the northeast side of the Silver Cup Anticline and occurs northeast of the Blue Bell Zone, which was historically the northernmost known mineralized zone on the Thor project.

Taranis has conducted substantial drilling (over 260 drill holes) within the TFZ that have defined a Mineral Resource. In addition, the Company has also conducted surface exploration on a deep underlying feature referred to as the 'Intrusive Target'. The Intrusive Target includes the Z-

900/1300 and the **I-1** geophysical targets that are termed ‘green rocks’; a name used by Company geologists to describe the alteration typically associated with a porphyry-copper type setting. Based on analogues in British Columbia, the epithermal deposit at Thor could be sitting on top of an intrusive body hosted almost entirely within metasedimentary rocks that may contain substantial amounts of lower grade intrusive-hosted mineralization.

Evolving the Exploration Model for Thor

The model that is used to describe the existing Thor deposit is an intermediate-sulfide epithermal model. The model is useful because it accounts for many of the features found in the epithermal deposit including vuggy, jarosite-altered, gold-bearing deposits (SIF Zone) at the top and periphery of the deposit, and a general progression toward increased base metal content at depth along the deposit. The Thor deposit exhibits many geological similarities to other epithermal deposits found near intrusive bodies which host porphyry deposits. Such systems are typically called “linked” porphyry-epithermal deposits.

The linked porphyry/intermediate-sulfide epithermal exploration model, now extensively applied at Thor, led to the discovery of the Thunder Zone in 2021. Three previously unexplored areas (discussed below) which are likely to host significant epithermal zones at Thor, bring the total possible number of discrete epithermal bodies at Thor to ten or more. Naturally, the successful application of this model to discover additional mineralized zones has created the impetus to explore for a large underlying porphyry/intrusive body that could be the origin of the epithermal deposits. A wealth of information exists to suggest the presence of a mineralized porphyry body at Thor, and this is the focus of much ongoing exploration activity.

2024 Exploration Program

There were three main areas that were explored in 2024, and each of these areas is discussed separately below. A total of ten drill holes were completed in the deep drilling program of 2024. One drill hole was lost due to caving (Thor-241), and two others (Thor-244 & 245) were short confirmation holes that tested an unexpected mineralized zone encountered in Thor-242.

2024 Deep Drilling

Of the seven drill holes that tested deep exploration targets below the epithermal deposit, the average depth was 501m. The following table summarizes the statistics from the 2024 Deep Drilling program:

Drill Hole	Meters	Comments
Thor-241	105.5	Lost hole
Thor-242	576.0	South Tusk target
Thor-244	105.0	Thor-242 zone confirmation
Thor-245	141.0	Thor-242 zone confirmation
Thor-246	525.0	Spider Hole resistivity target
Thor-247	393.0	Spider Hole resistivity target
Thor-248	496.0	Spider Hole/magnetic target
Thor-250	546.0	West Spider Hole

Thor-251	393.0	Spider Hole resistivity target
Thor-252	579.0	North Crab Claw resistivity target
Total	**3,859.5**	

One main drilling access road was completed in the area south and east of the Broadview Mine, approximately 1,100m in length. A considerable amount of analytical sampling was undertaken on the drill cores, and this included standard drill core sampling to assess mineralization and specialized sampling that included determinations of graphitic carbon, calcite, rare earth elements and major oxide geochemistry.

Exploration Item	No. of Samples
Deep Drilling Assaying	~680
Deep Drilling Alteration Analytical	185
Total Samples	~865

Taranis has also initiated investigations regarding the mineralogy of drill cores from the deep drilling, and the results of this are forthcoming.

Horton Area Exploration

Exploration continued in an area west of the Great Northern Zone where many high-grade boulders were discovered late in the 2023 field season. Systematic multi-channel Very Low Frequency ("VLF") and ground magnetic/gradiometer surveys were completed on a grid established in 2024 that covered this area. Soil sampling with a mechanized auger was completed on the grid and Induced Coupled Plasma ("ICP") trace element sampling was completed on the soil samples.

The following table highlights the data that was collected from the exploration surveys that were used to assess the origin of the high-grade surface boulders found in the area.

Exploration	Station Spacing	Number of Measurements/Samples
Ground VLF surveys	5m	1,230
Ground magnetic-gradiometer surveys	5m	860
ICP and gold soil samples	10m	205
Boulder sampling	N/A	33

Three short diamond drill holes were completed along the Horton Road, which will provide additional information about the geology in this poorly understood area. The following table summarizes the three drill holes that were completed at Horton.

Drill Hole	Meters
Thor-243	100.21
Thor-249	83.21
Thor-254	90.22
Total	**273.64**

Horton exploration work was severely impacted by the 2024 wildfire, and virtually all the trees and surface vegetation in the area were destroyed, with "widowmakers" the primary safety concern. The burn allowed for unprecedented exposure of new outcrops in the area, and the discovery of many more high-grade boulders at surface (boulder sampling).

Epithermal Drill Hole Confirmation Exploration

A single drill hole (Thor-253, 109.12m) was completed in vicinity of the Great Northern Zone where previous drilling had intersected three 'stacked' mineralized zones. This drill hole will aid in the interpretation of the main epithermal deposit but is also expected to add information pertaining to the deep drilling conducted in 2024.

Taranis Acquires 100% Interest in 1,634 Ha Property Adjoining Thor

On October 8th, 2024 Taranis announced that it had signed an Agreement to purchase a land package adjacent to the Thor project. These Mineral Tenures were issued between the years 2005 and 2016 and are located over prospective parts of the Silver Cup Mining District including the past-producing Nettie L. Mine and portions of the Silver Cup Mine area. The purchase of the property was completed on January 20th, 2025.

P&E NI-43-101 Mineral Resource Estimate Update

Epithermal Mineralization

In April of 2024, the Company published an updated Mineral Resource Estimate ("MRE") that supersedes an earlier NI-43-101 MRE completed in 2013 by Roscoe Postle Associates. P&E Mining Consultants Inc. ("P&E") completed the latest NI 43-101 MRE. It is titled "*Technical Report and Updated Mineral Resource Estimate of The Thor Gold-Silver Project, Revelstoke Mining Division, British Columbia, Canada*", dated April 11, 2024.

The following table outlines the Thor updated MRE completed by P&E.

Thor Mineral Resource Estimate[1-6]

Resource Area	Classification	Cut-Off NSR/C$/t	Tonnes k	Au g/t	Ag g/t	Cu %	Pb %	Zn %	Au koz	Ag koz	Cu Mlb	Pb Mlb	Zn Mlb
Pit Constrained	Indicated	40	1,037	0.75	160	0.13	2.01	3.03	25.1	5,328	3.0	45.9	69.4
	Inferred	40	339	0.80	154	0.16	1.95	2.81	8.8	1,679	1.2	14.6	21.0
Out of Pit	Indicated	120	102	0.70	76	0.07	0.84	3.79	2.3	248	0.2	1.9	8.5
	Inferred	120	260	0.48	70	0.14	1.09	3.92	4.0	584	0.8	6.3	22.5
Total	Indicated	40 & 120	1,139	0.75	152	0.12	1.90	3.10	27.4	5,575	3.1	47.8	77.9
	Inferred	40 & 120	599	0.66	117	0.15	1.58	3.29	12.8	2,263	2.0	20.9	43.5

1. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
2. The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration, however there is no certainty an upgrade to the Inferred Mineral Resource would occur or what proportion would be upgraded to an Indicated Mineral Resource.
3. The Mineral Resources in this estimate were calculated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM). CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines (2014) prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council and CIM Best Practices Guidelines (2019).
4. The following parameters were used to derive the NSR block model C$/tonne cut-off values used to define the Mineral Resource:
   - January 2024 Consensus Economics long term forecast metal prices of Au US$1900/oz, Ag US$23/oz, Pb US$1.00/lb, Zn US$1.40/lb
   - Exchange rate of US$0.75 = C$1.00
   - Process recoveries of Au 90%, Ag 90%, Cu 85%, Pb 90%, Zn 90%
   - Open pit C$40/t cut-off derived from C$30/t processing and C$10/t G&A
   - Out-of Pit C$120/0/t cut-off derived from C$80/t mining, C$30/t processing and C$10/t G&A
   - Pit slopes were 50 degrees.

5. Totals may not sum due to rounding.
6. The MRE was undertaken by Fred Brown, P.Geo. and Eugene Puritch, P.Eng., FEC, CET of P&E Mining Consultants Inc.

Some of the conclusions in the report include:

- "The Property benefits significantly from excellent access and close proximity to the City of Revelstoke, Town of Nakusp, and Community of Trout Lake. All of the existing Mineral Resource occurs on fee-simple land that Taranis owns 100%."

- "The Authors are of the opinion that the current Mineral Resource Estimate meets the reasonable prospect of eventual economic extraction. The Authors have experience with other similar projects and are of the opinion that the NSR $/t cut-off value and cost assumptions are reasonable."

The report is a summary of the Mineral Resource that was found in the epithermal portion of the deposit, and considerable opportunity remains to expand this Mineral Resource through continued exploration and drilling.

RECLAMATION AND ISSUED NOTICE OF WORK PERMITS

Reclamation

Taranis has engaged McElhanney Ltd. ("McElhanney") based in Salmon Arm, British Columbia to oversee reclamation activity on the Thor project. McElhanney has initiated field review of previous Notice of Work ("NoW") permits on the project and will document the reclamation that has taken place by Taranis and submit documentation to the Ministry of Energy, Mines and Low Carbon Innovation ("MCM") to recoup previous reclamation bonds. This is an ongoing process and will require monitoring of vegetation regrowth in the areas of disturbance that can be attributed to Taranis' exploration activities. As of early 2025 it is not possible to assess the effect of the forest fire which burnt the Thor exploration area and its effect on reclamation security recovery efforts. Taranis has concerns that its efforts to revegetate disturbed areas may not be recognized in the absence of all vegetative cover after the fire. Taranis is engaged in discussions to determine how best to proceed given these exceptional circumstances.

Active Notice of Work Permits

Taranis has two active NoW Permits and one pending on the Thor property. The first of these is a newly issued drilling permit that allows Taranis to construct drill trails and drill sites to access the Thunder Zone, Horton and the Intrusive Targets. The second active permit is related to a 10,000-tonne Bulk Sample permit to construct, operate and reclaim a plant designed to gain metallurgical information pertaining to the epithermal deposit. These permits are discussed briefly below.

Issuance of 5-year MYAB NoW Deep Drilling Permit

On August 30, 2022, the Company submitted a 5-year NoW application for exploration drilling that would include deep drilling of several airborne anomalies identified by the 2022 MT/Mag survey. Taranis received notification on March 25, 2024 that the NoW permit was approved after a lengthy 573-day government review period. As result of the issuance of the permit under

favorable conditions, the Company informed MCM that it had dropped its legal Petition filed in the Supreme Court of British Columbia seeking timely issuance of the NoW permit.

Application for An Amendment to the 5-Year NoW Deep Drilling Permit

Late in January 2025, Taranis submitted a NoW through front Counter B.C. On February 7th, 2025, MCM finalized its preliminary review of the NoW application and provided comments to Taranis. On February 11th, 2025 the Company perfected its NoW application that proposed amendments to the Issued Deep drilling permit. Taranis acquired additional property at Thor that was deemed important to be able to drill a deeply buried target called Z-900/1300 and an underlying suspected intrusive geophysical feature called **I-1**. In the application, Taranis outlined its plan to drill this target from the main access road at Thor that is currently under a Special Use Permit. Being able to drill these targets from the main access road significantly reduces the cost of drilling, but importantly minimizes surface disturbance and terrain hazards to personnel. If Taranis is able to get the permit amendment before July1st, 2025, Taranis will not need to construct 1.5 km of additional road south of the Broadview Mine to conduct deep drilling at Thor. Issuance of the permit will also mean that drilling equipment and personnel will not need to access this road which is in extremely steep terrain. Drilling along the main access road is much safer and is generally on flatter ground, which is much more desirable. The other major benefit will be vastly reduced drilling costs since the top of Broadview Mountain is at an elevation of 1,600m ASL and the main access road is at an elevation of 1,300m ASL.

Thor 10,000 tonne Bulk Sample Permit and Engineering

Taranis has engaged Novus Engineering ("NOVUS") of Vancouver, British Columbia to complete the final engineering documentation prior to construction of the Bulk Sampling Plant at Thor. Novus has been working directly with Gekko Systems of Ballarat, Australia in the preparation of the final design specifications for the plant. This final engineering documentation involves estimation of the OPEX and CAPEX costs for the Bulk Sampling Plant.

Once Novus has completed the final engineering documents in consultation with some of the leading experts in the design of similar plants, the documents will be submitted to various organizations for comment and review. Taranis will complete several consultations with local community, government and First Nations to ensure adequate engagement prior to procurement of the Gekko Plant and before onsite constructions begins.

SELECTED ANNUAL INFORMATION

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
	$	$	$
Net Income (Loss)	(289,280)	(464,525)	(295,620)
Income (Loss) per common share			
Basic	(0.00)	(0.01)	(0.00)
Diluted	(0.00)	(0.01)	(0.00)
Total Assets	8,790,270	7,531,807	6,932,952
Exploration and evaluation assets	8,189,055	6,990,157	6,932,952
Working Capital (Deficiency)	(142,984)	(61,839)	(266,318)

December 31, 2024 compared to December 31, 2023

During the 2024 exploration season the Company performed deep drilling to test for indications of porphyry mineralization beneath the known epithermal resource. These exploration costs totalled $1,193,167 as compared to $560,522 in 2023.

The net loss before taxes ($289,280) in 2024 was significantly lower than in 2023 ($464,525) due primarily to the absence of a share-based compensation charge during the year as compared to a charge of $334,000 in 2023.

December 31, 2023 compared to December 31, 2022

During the 2023 exploration season the Company continued its drilling program on epithermal targets and initiated work to update its resource estimate. These exploration costs totalled $560,522 as compared to $515,551 in 2022.

The net loss before taxes (589,525) in 2023 was significantly higher than in 2022 ($208,620) due to a share-based compensation charge of $334,000 and higher professional fees and licencing costs pertaining to the ongoing dispute with Canada Revenue Agency over the tax treatment of certain exploration costs and certain permitting issues with the Company's proposed exploration drilling program. These costs were partially offset by a gain realized on the write-off of certain old accounts payable.

SUMMARY OF QUARTERLY RESULTS

	Dec 31, 2024	Sept 30, 2024	June 30, 2024	Mar 31, 2024	Dec 31, 2023	Sept 30, 2023	June 30, 2023	Mar 31, 2023
	$	$	$	$	$	$	$	$
Net Income (Loss)	(83,553)	(89,822)	(40,206)	(75,699)	76,520	(118,793)	(51,213)	(371,039)
Earnings (loss) per share								
Basic	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

The Company has experienced quarterly losses over the last two years. This is a result of the fact that as a mineral exploration company the Company does not have a regular revenue stream. The majority of the Company's expenditures are for capitalized exploration costs which are not accounted for as operation expenses. Differences in quarterly losses can generally be attributed to the variations in share-based payments and the periodic write-off of Exploration and Evaluation Assets.

OUTSTANDING SHARE DATA

Authorized

Unlimited common shares without par value
Unlimited class A preferred shares with a par value of $1

Issued and outstanding as at April 24, 2025
100,348,794 common shares

As at the date of this MD&A the following incentive stock options and share purchase warrants were outstanding:

	Number of Shares	Exercise Price	Expiry Date
Options	1,150,000	$0.10	September 14, 2026
	2,500,000	$0.17	February 17, 2028
Regular Warrants	7,333,333	$0.15	July 24, 2026
	1,373,888	$0.35	July 3, 2026
	666,666	$0.35	October 1, 2026
	454,546	$0.50	November 13, 2026

TRANSACTIONS WITH RELATED PARTIES

During the year ended December 31, 2024 the Company entered into the following transactions with related parties:

a) paid or accrued $15,000 (2023 - $14,000) to a director and CFO, Gary McDonald, for accounting services;

b) paid or accrued $44,000 (2023 - $49,000) for legal services to a corporation controlled by Glenn R. Yeadon, a director and the Secretary of the Company;

c) settled debts to a company controlled by a director of $nil (2023 - $43,478 through the issuance of 255,753 common shares).

d) paid or accrued administrative costs and deferred exploration costs of $164,780 (2023 - $134,983) to a corporation controlled by John J. Gardiner, a director, and CEO of the Company.

Amounts included in accounts payable and accrued liabilities of $442,841 (2023 - $323,569) are due to a director, and companies controlled by directors of the Company. These amounts are without interest and have no specific repayment terms.

OFF BALANCE SHEET ARRANGEMENTS

Taranis does not utilize off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at April 24, 2025 the Company has no proposed transactions.

CAPITAL RESOURCES AND LIQUIDITY

On July 3, 2024 the Company issued 1,353,888 units at a price of $0.27 per unit for gross proceeds of $365,500 with each unit consisting of one common share and one share purchase warrant entitling the holder to purchase one additional common share at a price of $0.35 until July 3, 2026.

On July 3, 2024 the Company issued 20,000 flow-through units at a price of $0.30 per unit for gross proceeds of $6,000 with each unit consisting of one flow-through common share and one share purchase warrant entitling the holder to purchase one additional common share at a price of $0.35 until July 3, 2026.

On October 1, 2024 the Company issued 666,666 flow-through units at a price of $0.30 per unit for gross proceeds of $200,000 with each unit consisting of one flow-through common share and one share purchase warrant with each warrant entitling the holder to purchase one additional common share at a price of $0.35 until October 1, 2026.

On November 13, 2024 the Company issued 454,546 flow-through units at a price of $0.55 per unit for gross proceeds of $250,000 with each unit consisting of one flow-through common share and one share purchase warrant with each warrant entitling the holder to purchase one additional common share at a price of $0.50 until November 13, 2026.

On June 24, 2023 the Company issued 7,600,000 units at a price of $0.11 per unit each unit consisting of one common share and one share purchase warrant with each warrant entitling the holder to purchase one additional common share at a price of $0.15 until July 24, 2026.

FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, loan payable, due to related parties and accounts payable and accrued liabilities approximate their carrying value, due to the short-term nature of these instruments. The Company's cash under the fair value hierarchy is based on level 1 quoted prices in active markets for identical assets or liabilities.

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 a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk with respect to financial instruments included in receivables is remote, because these instruments are due primarily from government agencies and cash is held with reputable financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at December 31, 2024, the Company had a cash balance of $489,312 (2023 –$475,171) to settle current liabilities of $716,429 (2023 – $573,211). All of the Company's financial liabilities are subject to normal trade terms.

Management is actively pursuing options to enable it to meet its current obligations as they become due.

Market risk

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

a) Interest rate risk

The Company has cash balances and loans payable bearing interest at 5% per annum. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions when deemed appropriate. Management periodically monitors such investments and debts and makes adjustments as necessary but does not believe interest rate risk to be significant.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in United States Dollars or Euros. Management believes the risk is not currently significant as only a small portion of these assets and liabilities as at December 31, 2024 are denominated in United States Dollars. A 10% fluctuation on foreign exchange would have a $20,700 (2023 - $46,700) impact on profit or loss.

c) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to 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. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken. Fluctuations in pricing may be significant.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue acquisition and exploration of mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes shareholders' equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year ended December 31, 2024.

TARANIS RESOURCES INC.
681 Conifer Lane
Estes Park, Colorado
80517
Tel: (303) 716-5922
Fax: (303) 716-5925
Email: johnjgardiner@earthlink.net
Trading Symbol: TSX-V: TRO
Website: www.taranisresoures.com

CORPORATE INFORMATION

John J. Gardiner, Estes Park, Colorado, U.S.A.	President, Chief Executive Officer and Director
Glenn R. Yeadon, Vancouver, B.C., Canada	Secretary and Director
Gary R. McDonald, New Westminster, B.C., Canada	Chief Financial Officer and Director
Richard D. McCloskey, Toronto, Ontario, Canada	Director
Thomas Gardiner, Estes Park, Colorado, U.S.A	Director

Registered Office
Suite 1710 – 1177 West Hastings Street
Vancouver, B.C.
V6E 2L3

Transfer Agent
Computershare Investor Services Inc.
3rd Floor – 510 Burrard Street
Vancouver, B.C. V6C 3B9

Auditors
Davidson & Company LLP
Suite 1200 – 609 Granville Street
Vancouver, B.C., Canada V7Y 1G6

Share Capitalization	
Authorized	Unlimited common shares Unlimited Class A preferred shares
Issued and Outstanding at December 31, 2024	100,082,127 common shares
Issued and Outstanding at April 24, 2025	100,348,794 common shares
Incentive Stock Options outstanding at April 24, 2025	3,650,000
Share purchase warrants outstanding at April 24, 2025	9,828,433