TARANIS RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS,
FOR THE THREE MONTHS ENDED MARCH 31, 2024
(Including subsequent events to MAY 23, 2024)

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 three months ended March 31, 2024 and comparing results with the previous year. It should be read in conjunction with the Company's unaudited condensed financial statements for the three months ended March 31, 2024 and its audited financial statements and corresponding notes for the year ended December 31, 2023 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.

Recent global issues, including the ongoing effects of the COVID-19 pandemic, the 2022 Russian invasion of Ukraine and the current conflict in Gaza have adversely affected workplaces, economies, supply chains, and financial markets globally. 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 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 May 23, 2024, the Company has sufficient funds to meet its fixed overhead commitments to the end of December 2024. 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 three months ended March 31, 2024 are as follows:

EXPLORATION AND EVALUATION ASSETS

Thor Property	March 31, 2024
Acquisition costs:	
Balance, beginning of period	$ 843,401
Additions	-
Balance, end of period	843,401
Exploration costs:	
Balance, beginning of period	6,146,756
Assaying and metallurgy	1,268
Geological fees	12,069
Engineering	74,305
	87,642
Balance, end of period	6,234,398
Total costs	$ 7,077,799

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 20 Mineral Tenures covering approximately 3,800 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

General 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 250 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 appears to be related to distinct rocks 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.

Stratigraphy Sequence at Thor

There are three important rock formations found on the property, and these are described briefly below from youngest to oldest.

- **Broadview Formation -** Directly overlying the Sharon Creek Formation are resistive weathering greywacke/clastic and volcanic rocks of the Broadview Formation. These rocks are typically massive, siliceous and are commonly found on hilltops or in areas of higher elevation. Volcanic rocks are intercalated within the sedimentary rocks and are generally tuffaceous in character. The sediments are tightly folded and plunge steeply to the northwest. The Broadview Formation is thought to resemble what is referred to by geologists as a *lithocap* formation, due to its impermeability to mineralized hydrothermal systems flowing up from below.

- **Jowett Formation (Volcanic/Intrusive Rocks) -** In a regional setting, the Sharon Creek Formation and the younger Broadview Formation are separated by the Jowett Formation. The Jowett Formation largely consists of volcanic rocks (agglomerates, breccias, pyroclastic rocks and mafic volcanic flows) with minor sediments (argillite and limestone). Unlike the metasedimentary rocks of the Broadview Formation, this rock unit is prone to alteration characteristic of porphyry deposits found elsewhere in British Columbia. Although the Jowett Formation has not been formally identified at Thor, its presence is strongly inferred from outcrop found in an area exposed by Broadview Creek. In 2022 the Company undertook comprehensive exploration of this area to improve the understanding of the relationship of 'green rocks' that extensively underly the known epithermal deposit.

- **Sharon Creek Formation -** The oldest rocks found on the property are fine-grained pelitic rocks that are generally grey/black in colour and are prone to rapid weathering. Rocks of this formation are commonly found in recessively weathered areas and valleys. Fissure Creek is localized along the axis of the Silver Cup Anticline and exposes the Sharon Creek Formation. These rocks are generally devoid of mineralization, but they can be extensively pyritized in areas, particularly when in proximity to the TFZ. The rocks are folded into tight isoclinal folds.

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 of the current exploration activity.

Exploration at Thor is broken down into two broad categories by Taranis for simplicity of discussion.

> The first is ***epithermal zones***, which to-date contribute all of the known material to the Mineral Resource at Thor. The 2022 airborne MobileMT and magnetic susceptibility survey appears to have successfully identified several additional epithermal zones, and those zones are discussed briefly below.
>
> The second type of inferred mineralization, within a large ***intrusive body***, is likely to be related to the 'green rock' which is known to occur east of the epithermal deposit. In contrast to most porphyry deposits in British Columbia, Thor is hosted almost entirely within sedimentary rocks. As a result, the alteration potentially related to an intrusive body is significantly different than what would be considered a classic volcanic-hosted deposit commonly found in British Columbia. However, these types of deposits are well documented in the United States and are referred to as Deep Apex Sediment Hosted ("***DASH***") deposits. Common examples include the Tintic District in Utah and the Butte deposit in Montana.

Anatomy of a Linked System – The Relationship of Epithermal Deposits to a Source

In the linked porphyry-epithermal deposit model, the ***Source*** of the mineralization at Thor is most likely a large intrusive body, the ***Conduits*** is the Thor Fault Zone which obliquely crosscuts the Silver Cup Anticline, and finally the ***Trap*** is a lithology called the Jowett Formation lying under the Broadview Formation, which serves as a tight caprock and is folded into an anticline.

While the ***Source*** part of this model remains to be tested with deep drilling for porphyry-type mineralization, it was the subject of ongoing exploration activity in 2023.

All the known epithermal zones combine into a deposit strike length of over 2.5 km of continuous mineralization along or near surface, and are found in the ***Trap***. Total strike length of epithermal mineralization at surface is currently 2.2 km could be upwards of 3.3 km.

The age of mineralization at Thor postdates the regional folding (Antler Orogeny – Devonian/Mississippian) event that created the northwest-trending Silver Cup Anticline. Silver/gold and base metals are preferentially emplaced along the TFZ and strike north-northwest and dip moderately to the ENE (45^0), and clearly postdate formation of the Silver Cup Anticline. Slickensides indicate that there has been significant sinistral strike-slip movement along the TFZ.

The northeast limb of the Silver Cup Anticline preserves older fine-grained pelitic rocks of the Sharon Creek Formation which in-turn are overlain by rocks of the Jowett and Broadview Formation (volcanics and greywacke). Previous exploration has recorded numerous gossans on the north side of Thor's Ridge, sourced from the epithermal vein system that transects this area. The gossans are almost certainly derived from leached sulphide minerals and have been observed at surface up to 1 km north-northwest of the known mineralized areas within the Thor epithermal trend.

Based on airborne geophysics and geological evidence the Thor epithermal deposit was emplaced in a fault structure (TFZ) where it crosscut the Silver Cup Anticline. The TFZ extends to a depth of at least 1.5 km as evidenced from the Expert geophysics MT survey and is therefore a major structure controlling the epithermal mineralization at Thor. The underlying Sharon Creek Formation which is folded into a west-northwest-trending anticline has been faulted by the north-west trending TFZ, and now forms two conductive segments that have been faulted into an "S"-shaped pattern. The elevated conductivity is due to intense carbonization and pyritization of the Sharon Creek Formation. This suggests that there is an underlying intrusive body that has led to this prolific alteration of the Sharon Creek Formation underlying the Thor epithermal deposit.

DASH Deposit

Taranis has carefully studied the nearby Max porphyry molybdenum deposit (8 km SW) as it explores Thor in order to contextualize and interpret the vein-type Ag/Au/Pb/Zn/Cu epithermal mineralization at Thor. Previous descriptions of the Max mine show that the porphyry is entirely hosted within metasedimentary rocks, and it is associated with minor peripheral epithermal type veins that contain silver, lead and zinc. Third-party publicly available research has shown that the epithermal-type veins peripheral to Max were formed by the intrusive. Taranis believes that the Thor epithermal deposit is a direct analogy to this situation, and that the comparatively large epithermal deposit found at Thor occurs in close proximity to a concealed intrusive body, similar to what is seen at Max.

In terms of a potential porphyry deposit, sediment-hosted types are a relatively uncommon deposit type, and known examples include one of the largest ore deposits found in North America (Bingham Canyon). The alteration footprint is markedly different from classic volcanic-hosted porphyry deposits that are commonly found throughout British Columbia, which complicates exploration. Sediment-hosted porphyries geologically occur further east than the classic volcanic-hosted porphyry deposits.

Hydrothermal Alteration Associated with the Epithermal Deposit and Intrusive Target

One of the most important exploration guides pertains to alteration around ore deposits. It can be used as a guide to conduct further exploration and locate either new parts of existing deposits, or even entirely new deposits. At Thor, the alteration found at surface is related to epithermal mineralization, but there is also evidence of hydrothermal alteration related to a much larger intrusive body that is postulated to underly the epithermal deposit.

The epithermal deposit is hosted within metasedimentary rocks of the Broadview Formation, leading to a very specific type of hydrothermal alteration; namely sericitization and the introduction of carbonate and minor magnetite within rocks around the epithermal vein system. In contrast, the underlying Jowett Formation consists largely of mafic volcanic rocks that are found

within a layer that is perhaps 50-100m thick. These rocks exhibit very different mineral assemblages that are suggestive of widespread hydrothermal alteration including hornblende, pyroxene, epidote, chlorite, carbonate, albite and widespread magnetite formation.

The Sharon Creek Formation also exhibits considerable alteration around the epithermal deposit in the form of carbonaceous and pyritic alteration. Taranis has initiated carbon-isotope geochemical studies of the Sharon Creek Formation in hopes of understanding alteration within this pelitic assemblage of rocks. Widespread pyritization can also be found in areas of carbonization in close vicinity to the epithermal deposit.

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 and 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 ("EMLI") 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.

Active Notice of Work Permits

Taranis has two NoW Permits active on the property, both of which have security bonds in place. 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. Both of these 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 EMLI that it had dropped its legal Petition filed in the Supreme Court of British Columbia seeking timely issuance of the NoW permit.

Thor 10,000 tonne Bulk Sample Progress

January 25, 2024, the Company announced that the Canada Revenue Agency's ("CRA") decision to disallow Canadian Exploration Expense ("CEE") treatment of certain costs relating to its proposed Bulk Sample had been reversed on appeal. In 2021, the CRA disallowed CEE treatment

of certain expenditures incurred in 2017 and 2018 related to the permitting of the 10,000-tonne exploration Bulk Sample. This reversal was made in response to the Company's "Request for Loss Determination for the taxation years ended December 31, 2017 and December 31, 2018" which it filed on February 1, 2022. As such, Taranis is now able to use Flow-Through funds to finance certain portions of the exploration Bulk Sample.

On January 20, 2024 the Company submitted a Site Investigation ("SI") report prepared by Knight Piesold Engineering to EMLI that summarized various engineering aspects of the Bulk Sampling site. This report was also submitted to the Ktunaxa First Nations as a condition of the NoW permit for the Bulk Sample. The SI report was required under the NoW Permit prior to commencing any field work on the Bulk Sampling operation. Two further engineering reports are planned to be completed in the summer of 2024 and are required prior to any site activity.

SUMMARY OF QUARTERLY RESULTS

	Mar 31, 2024	Dec 31, 2023	Sept 30, 2023	June 30, 2023	Mar 31, 2023	Dec 31, 2022	Sept 30, 2022	June 30, 2022
	$	$	$	$	$	$	$	$
Net Income (Loss)	(75,699)	76,520	(118,793)	(51,213)	(371,039)	(142,494)	(96,878)	(39,402)
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 May 23, 2024
94,587,027 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	50,000 1,150,000 2,500,000	$0.08 $0.10 $0.17	October 21, 2024 September 14, 2026 February 17, 2028
Regular Warrants	7,600,000 3,250,000 125,000	$0.15 $0.20 $0.20	July 24, 2026 June 24, 2024 September 9, 2024

TRANSACTIONS WITH RELATED PARTIES

During the three month period ended March 31, 2024 the Company entered into the following transactions with related parties:

a) paid or accrued $3,500 (2023 - $3,500) to a director and CFO, Gary McDonald, for accounting services;

b) paid or accrued $6,500 (2023 - $10,000) for legal services to a corporation controlled by Glenn R. Yeadon, a director and the Secretary of the Company;

c) settled $Nil (2023 - $43,478) in debt with related parties through the issuance of Nil common shares (2023 – 255,753 common shares);.

d) paid or accrued administrative costs and deferred exploration costs of $31,040 (2023 - $20,842) to a corporation controlled by John J. Gardiner, a director, and CEO of the Company;

e) accrued loan interest of $Nil (2023 - $2,706) to Matachewan Consolidated Mines, Limited, a corporation related to the Company through a common director;

f) accrued loan interest of $Nil (2023 - $2,824) to McChip Resources Inc., a corporation related to the Company through a common director.

Due to related parties of $nil (2023 - $12,299) and amounts included in accounts payable and accrued liabilities of $315,829 (2023 - $287,204) are due to a director, companies controlled by directors of the Company and to companies related to the Company by virtue of a common director. 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 May 23, 2024 the Company has no proposed transactions.

CAPITAL RESOURCES AND LIQUIDITY

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 share at a price of $0.15 until July 24, 2026.

On January 24, 2022, pursuant to the exercise of certain Flow-through warrants, the Company issued 666,666 flow-through shares at a price of $0.15 per share.

On June 24, 2022 the Company issued 3,250,000 units at a price of $0.10 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 $0.20 until June 24, 2024.

On August 8, 2022 pursuant to the exercise of certain stock options, the Company issued 150,000 common shares at a price of $0.11 per share.

On August 25, 2022 pursuant to the exercise of certain Flow-through warrants, the Company issued 1,833,334 flow-through shares at a price of $0.15 per share.

On September 9, 2022 the Company issued 125,000 flow-through units at a price of $0.20 per unit, each unit consisting of one flow-through share and one share purchase warrant, with each warrant entitling the holder to purchase one non-flow through common share at a price of $0.20 until September 9, 2024.

On November 17, 2022 pursuant to the exercise of certain share purchase warrants, the Company issued 625,000 common shares at a price of $0.15 per share.

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 March 31, 2024, the Company had a cash balance of $247,132 (December 31, 2023 –$475,171) to settle current liabilities of $517,178 (December 31, 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% and 8% 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. Management believes the risk is not currently significant as only a small portion of these assets and liabilities as at March 31, 2024 are denominated in United States Dollars. A 10% fluctuation on foreign exchange would have a $22,900 (December 31, 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, 2023 or during the three months ended March 31, 2024.

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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, 2023	94,587,027 common shares
Issued and Outstanding at May 23, 2024	94,587,027 common shares
Incentive Stock Options outstanding at May 23, 2024	3,700,000
Share purchase warrants outstanding at May 23, 2024	10,975,000