ORESTONE MINING CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended January 31, 2024

INTRODUCTION

This is Management's Discussion and Analysis ("MD&A") for Orestone Mining Corp. ("Orestone", or the "Company") and has been prepared based on information known to management as of May 30, 2024. This MD&A is intended to help the reader understand the consolidated financial statements of Orestone.

The following information should be read in conjunction with the audited consolidated financial statements as at January 31, 2024 and 2023 and the related notes thereto, prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A provides a review of the performance of the Company for the year ended January 31, 2024. Additional information relating to the Company can be found on SEDAR+ www.sedarplus.ca.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management also ensures that information used internally or disclosed externally, including the consolidated 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. The board's audit committee meets with management regularly to review consolidated financial statement results, including the MD&A and to discuss other financial, operating and internal-control matters.

All currency amounts are expressed in Canadian dollars unless otherwise noted.

FORWARD LOOKING STATEMENTS

Certain sections of this MD&A provide, or may appear to provide, a forward-looking orientation with respect to the Company's activities and its future financial results. Consequently, certain statements contained in this MD&A constitute express or implied forward-looking statements. Terms including, but not limited to, "anticipate", "estimate", "believe" and "expect" may identify forward-looking statements. Forward-looking statements, while they are based on the current knowledge and assumptions of the Company's management, are subject to risks and uncertainties that could cause or contribute to the actual results being materially different than those expressed or implied. Readers are cautioned not to place undue reliance on any forward-looking statement that may be in this MD&A.

Forward looking statements included or incorporated by reference in this document include statements with respect to:

- Plans for exploration of the Company's properties;
- Speculation on future commodity prices;
- Management expectations of future activities and results.

ADDITIONAL INFORMATION

Financial statements, MD&A's and additional information relevant to the Company and the Company's activities can be found on SEDAR+ at www.sedarplus.ca, and/or on the Company's website at http://www.orestone.ca.

SUMMARY AND OUTLOOK

During the year ended January 31, 2024, the Company continued to carefully manage its cash and corporate overhead activities. Detailed mineral property information, including fiscal 2024 activity, can be found in Section 3.

Management's overall expectations for the Company are positive, due in part to the continued progress in its exploration program at the Captain Property in British Columbia as well as the Company's success thus far in raising the necessary capital.

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1. Background

The Company is a publicly listed company incorporated in Canada with limited liability under the legislation of the Province of British Columbia on April 30, 2007.

The Company is listed on the TSX Venture Exchange under the trading symbol "ORS" since March 11, 2008.

2. Overview

2(a) Company Mission and Focus

Orestone is a junior mineral exploration company. The Company explores for gold and copper/gold in the Quesnel Terrane of British Columbia, Canada.

The Company actively evaluates potential joint ventures, mergers, and acquisitions in search of opportunities to acquire significant new mineral properties.

2(b) Qualified Person

The technical information reported in this MD&A has been reviewed and approved by Mr. Gary Nordin P. Geo., the Company's Senior Consulting Geologist. Mr. Nordin is a Professional Geoscientist and member of the Engineers and Geoscientists of British Columbia (EGBC) and a qualified person as defined by NI 43-101.

2(c) Description of Metal Markets

Market interest for all metals such as gold and copper is volatile and the Company will monitor its resources relative to its opportunities during the coming fiscal year.

2(d) Use of the terms "Mineral Resources" and "Mineral Reserves"

Any reference in this MD&A to Mineral Resources does not mean Mineral Reserve.

Any Mineral Reserve is the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. An Inferred Mineral Resource has a lower level of confidence than that applied to an Indicated Mineral Resource. An Indicated Mineral Resource has a higher level of confidence than an Inferred Mineral Resource but has a lower level of confidence than a Measured Mineral Resource.

2(e) Historical estimates are not NI 43-101 compliant

The historical estimates contained in this MD&A have not been calculated in accordance with the mineral resources or mineral reserves classifications contained in the CIM Definition Standards on Mineral Resources and Mineral Reserves, as required by National Instrument 43-101 ("NI 43-101"). Accordingly, the Company is not treating these historical estimates as current mineral resources or mineral reserves as defined in NI 43-101, and such historical estimates should not be relied upon. A qualified person has not done sufficient work to date to classify the historical estimates as current mineral resources or mineral reserves.

3. Mineral Property

3(a) Captain Property

The 100% owned Captain Property is located 150km north of Prince George, British Columbia, in the prolific Quesnel trough terrane which hosts a number of copper-gold and copper-molybdenum porphyry deposits including the Mt. Milligan copper-gold deposit located just 30km north of the Captain Property.

On March 2, 2023, the Company announced that it continued to refine the gold copper trend and porphyry drill targets on the Captain Property through compilation and interpretation of structural and geological data, combined with the interpretation of results of the airborne magnetotelluric (MT) survey. Three distinct MT low resistivity (high-conductivity) targets had been outlined over a five-kilometre strike length along a prominent north/south trending inferred regional fault. The three targets are aligned at the intersection of northeast and northwest trending interpreted cross faults. This trend remains open to the north and south on Orestone claims and additional airborne MT surveys are being considered.

The MT vertical pseudo-sections over the primary target T1 indicate a steeply, easterly dipping, structurally controlled porphyry system beginning several hundred metres beneath a conductive tabular sequence of sulphide rich, highly phyllic-potassic-altered, latite volcanics. The T1 MT conductivity anomaly measures 300 to 400 metres by 1,200 metres at a depth of 500 metres and increases in size to 1,500 by 1,500 metres at a depth of 1,300 metres, indicating that the deep potential porphyry system narrows to a dike system near surface. The next phase of drilling is planned to target the core of the system with two holes planned to a depth of 1,000 metres.

On May 9, 2023, the Company defined porphyry dykes that are strongly gold and copper mineralized, further confirming the potential of a large porphyry system at the Captain project. The Company has re-evaluated the presence of porphyry dykes intersected within thick sections of gold-copper mineralized altered volcanics in three drill holes C20-03, C21-01 and C21-02 on the Captain porphyry project. These highly altered, quartz monzonite porphyry dykes measure from 4 to 110 metres thick grading up to 0.84 gram per tonne gold and up to 0.17% copper.

The presence of these altered and mineralized dykes, both in the hanging wall and dipping into the observed MT conductor/potential porphyry intrusive, implies that they are related, and it is thought highly probable that the planned drill holes will intersect a gold-copper porphyry intrusive system with values similar to the adjacent dykes.

The Company’s exploration expenses as of the year ended January 31, 2024 are:

	Captain Property
Property acquisition costs	
Balance, January 31, 2023	$ 329,683
Permitting and licensing	707
Balance, January 31, 2024	330,390
Deferred exploration costs	
Balance, January 31, 2023	3,192,161
Assays	921
Maps, drafting, reproductions	5,050
Travel and accommodation	2,433
Balance, January 31, 2024	3,200,565
Mining exploration tax credit	
Balance, January 31, 2023	(360,376)
Additions	(1,404)
Balance, January 31, 2024	(361,780)
Total	$ 3,169,175

4. Risks and Uncertainties

The Company is engaged in the exploration for mineral deposits. These activities involve significant risks which even with careful evaluation, experience and knowledge may not, in some cases, be eliminated. The Company's success depends on a number of factors, many of which are beyond its control.

Industry
The Company is engaged in the exploration of mineral properties, an inherently risky business. There is no assurance that a mineral deposit will ever be discovered and economically brought into production. Most exploration projects do not result in the discovery of commercially mineable ore deposits. If market conditions make financings difficult, it may be difficult for the Company to find joint venture partners. The Company may be unsuccessful in identifying and acquiring projects of merit.

Mineral resource estimates
The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated.

Gold and other metal prices
The price of gold is affected by numerous factors including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, supply and demand, political, economic conditions and production levels. In addition, the price of gold has been volatile over short periods of time due to speculative activities. The prices of other metals and mineral products for which the Company may explore have the same or similar price risk factors.

Cash flows and additional funding requirements
The Company currently has no revenue from operations. If any of its exploration programs are successful and optionees of properties complete their earn-in, the Company would have to provide its share of ongoing exploration and development costs in order to maintain its interest or be reduced in interest or to a royalty interest. Additional capital would be required to put a property into commercial production. The sources of funds currently available to the Company are equity capital or the offering of an interest in its projects to another party. Current economic conditions have limited the Company's ability to access financing through equity markets and this has created uncertainty as to the Company's ability to fund ongoing operations for the next operating period.

Environmental
The Company's exploration and development activities are subject to extensive laws and regulations governing environment protection. The Company is also subject to various reclamation-related conditions. Although the Company closely follows and believes it is operating in compliance with all applicable environmental regulations, there can be no assurance that all future requirements will be obtainable on reasonable terms. Failure to comply may result in enforcement actions causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures. Intense lobbying over environmental concerns by NGOs has caused some governments to cancel or restrict development of mining projects. Current publicized concern over climate change may lead to carbon taxes, requirements for carbon offset purchases or new regulation. The costs or likelihood of such potential issues to the Company cannot be estimated at this time.

Laws and regulations
The Company's exploration activities are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters in all the jurisdictions in which it operates. These laws and

regulations are subject to change, can become more stringent, and compliance can therefore become more costly. The Company applies the expertise of its management, advisors, employees and contractors to ensure compliance with current laws.

Title to mineral properties
While the Company has investigated title to its mineral properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. Unresolved native land claim issues in Canada may affect its properties in this jurisdiction in the future.

Possible dilution to present and prospective shareholders
The Company's plan of operation, in part, contemplates the financing of its business by the issuance of securities and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued shares of common stock, or securities convertible into common stock, would result in dilution, possibly substantial, to present and prospective holders of common stock. The Company may seek joint venture partners to fund in whole or in part exploration projects. This dilutes the Company's interest in properties. This dilution is undertaken to spread or minimize the risk and to expose the Company to more exploration plays. However, it means that any increased market capitalization or profit that might result from a possible discovery would be shared with the joint venture partner. There is no guarantee that the Company can find a joint venture partner for any property.

Material risk of dilution presented by large number of outstanding share purchase options and warrants
At January 31, 2024, there were 3,970,000 stock options outstanding. Of the 3,970,000 options, directors and officers hold 3,480,000 options and the remaining 490,000 are held by employees, advisors and consultants of the Company.

Volatility of share price
Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries or discouraging exploration results, changes in financial results, and other factors could have a significant effect on share price.

Competition
There is competition from other mining exploration companies with operations similar to the Company's. Many of the companies with which it competes have operations and financial strength greater than the Company's.

Dependence on management
The Company depends heavily on the business and technical expertise of its management.

Conflict of interest
Some of the Company's directors and officers are directors and officers of other natural resource or mining-related companies. These associations may give rise from time to time to conflicts of interest. As a result of such conflict, the Company may miss the opportunity to participate in certain transactions.

5. Impairment of Long-lived Assets

The Company completed an impairment analysis as at January 31, 2024, which considered the indicators of impairment in accordance with IAS 36, "Impairment Assets." The management concluded that no impairment charge was required because:

- there have been no significant changes in the legal factors or climate that affects the value of the Captain Property;
- The rights to the Captain Property remain in good standing;
- there have been no significant changes in the projections for the Captain Property; and
- the Company intends to continue its exploration and development plans on its Captain Property.

6. Material Financial and Operations Information

6(a) Selected Annual Financial Information

The following selected annual financial information has been derived from the last three audited financial statements of the Company, which have been prepared in accordance with IFRS. All dollar amounts are expressed in Canadian dollars.

	2024	2023	2022
Total revenues	$ -	$ -	$ -
Expenses	$ 217,492	$ 277,947	$ 602,583
Loss for the year	$ 221,198	$ 219,457	$ 552,421
Basic and diluted loss per share	$ 0.00	$ 0.00	$ 0.01
Total assets	$ 3,205,919	$ 3,347,052	$ 3,752,701
Total long-term financial liabilities	$ -	$ -	$ -
Cash dividend declared - per share	N/A	N/A	N/A

6(b) Summary of Quarterly Results

The following is a summary of the Company's financial results for the last eight quarters:

	Three months ended			
	January 31, 2024	October 31, 2023	July 31, 2023	April 30, 2023
Total revenues	$ -	$ -	$ -	$ -
Loss (income) before other items	$ 21,873	$ 21,043	$ 75,223	$ 99,353
Net loss	$ 21,946	$ 20,939	$ 75,318	$ 102,995
Loss per share	$ 0.00	$ 0.00	$ 0.00	$ 0.00

	Three months ended			
	January 31, 2023	October 31, 2022	July 31, 2022	April 30, 2022
Total revenues	$ -	$ -	$ -	$ -
Loss (income) before other items	$ 24,532	$ 88,118	$ 89,560	$ 75,737
Net loss	$ 2,984	$ 84,993	$ 82,071	$ 49,409
Loss per share	$ 0.00	$ 0.00	$ 0.00	$ 0.00

6(c) Review of Operations and Financial Results

For the three months ended January 31, 2024 compared with the three months ended January 31, 2023:

The Company recorded a net loss for the three months ended January 31, 2024 of $21,946 (loss per share - $0.00) compared to a net loss of $2,984 (loss per share - $0.00) for the three months ended January 31, 2023.

The expenses decreased $2,659 from $24,532 in 2023 to $21,873 in 2024. The change was primarily due to decreases in: (a) marketing expenses (2024 - nil; 2023 - $10,715); (b) professional fees expenses (2024 - $7,800; 2023 - $15,109); (c) office, rent and miscellaneous expenses (2024 - $10,069; 2023 - $11,341) and (d) filing fees expenses (2024 - $688; 2023 - $726). All such decreases were because the Company was conserving its cash reserves. These decreases were offset by an increase in salaries, benefits and consulting fees expenses (2024 - $3,072; 2023 - expense recovery of $13,613 due to reclassifying certain portion to exploration and evaluation assets).

Despite the decrease in overall expenses, the increase in net loss for the period is mainly due to the flow-through share premium reversal of $20,084 in fiscal 2023 and none in fiscal 2024.

For the year ended January 31, 2024 compared with the year ended January 31, 2023:

The Company incurred a net loss for the year ended January 31, 2024 of $221,198 (loss per share - $0.00) compared to a net loss of $219,457 (loss per share - $0.00) for the same period in 2023.

The expenses decreased $60,455 from $277,947 in 2023 to $217,492 in 2024. The decrease was primarily due to decreases in: (a) salaries, benefits and consulting fees expenses (2024 - $63,688; 2023 - $119,847) as two officers' monthly amounts were reduced and the Company also terminated one employee due to lack of work and (b) professional fees expenses (2024 - $59,100; 2023 - $83,224). All such decreases were because the Company was conserving its cash reserves. These decreases were offset by increases in (a) marketing expenses (2024 - $28,964; 2023 - $18,661); (b) travel expenses (2024 - $6,594; 2023 - $3,903) as the Company attended more conferences and (c) filing fees expenses (2024 - $17,384; 2023 - $10,531) as the level of activities increased during the current period.

Despite the decrease in overall expenses, the increase in net loss for the period is mainly due to the flow-through share premium reversal of $51,929 in fiscal 2023 and none in fiscal 2024.

6(d) Liquidity and Capital Resources

As at January 31, 2024, the Company had working capital deficiency of $153,942 (January 31, 2023 – working capital of $74,963). As at January 31, 2024, cash totaled $6,140 (January 31, 2023 – $151,297). The decrease is due to (a) operating activities of $143,495 and (b) net exploration and evaluation spending of $1,662.

6(e) Disclosure of Outstanding Share Data

The authorized share capital of the Company consists of an unlimited number of common shares without par value. As at January 31, 2024, the Company's share capital was $9,408,395 (January 31, 2023 - $9,408,395) representing 56,660,232 common shares (January 31, 2023 – 56,660,232 common shares).

A continuity of warrants for the year ended January 31, 2024 is as follows:

Expiry date	Exercise price ($)	January 31, 2022	Expired	January 31, 2023	Expired	January 31, 2024
March 23, 2022	0.15	10,228,556	(10,228,556)	-	-	-
May 29, 2022	0.12	10,625,000	(10,625,000)	-	-	-
Warrants outstanding		20,853,556	(20,853,556)	-	-	-
Weighted average exercise price ($)		$ 0.13	$ 0.13	$Nil	$Nil	$Nil

A continuity of options for the year ended January 31, 2024 is as follows:

Expiry date	Exercise price ($)	January 31, 2022	Issued	Expired / cancelled	January 31, 2023	Issued	Expired / cancelled	January 31, 2024
November 22, 2022	0.15	350,000	-	(350,000)	-	-	-	-
April 28, 2023	0.15	400,000	-	-	400,000	-	(400,000)	-
October 4, 2023	0.15	150,000	-	-	150,000	-	(150,000)	-
June 3, 2024	0.15	915,000	-	-	915,000	-	-	915,000
August 29, 2024	0.20	290,000	-	-	290,000	-	(10,000)	280,000
June 8, 2025	0.12	1,150,000	-	-	1,150,000	-	-	1,150,000
April 1, 2026	0.12	1,615,000	-	-	1,615,000	-	-	1,615,000
Options outstanding		4,870,000	-	(350,000)	4,520,000	-	(560,000)	3,960,000
Options exercisable		4,870,000	-	(350,000)	4,520,000	-	(560,000)	3,960,000
Weighted average exercise price ($)		$ 0.14	$Nil	$ 0.15	$ 0.13	$Nil	$ 0.15	$ 0.13

If the remaining options were exercised, the Company's available cash would increase by $525,050.

As of the date of this MD&A, there are 56,660,232 common shares issued and outstanding and 60,620,232 common shares outstanding on a diluted basis.

6(f) Off-Balance Sheet Arrangements

None at this time.

6(g) Transactions with Related Parties

Payments to related parties were made in the normal course of operations and were valued at fair value. Amounts due to or from related parties are unsecured, non-interest bearing and due on demand. There are no commitments or guarantees associated with the outstanding balances.

For the year ended January 31, 2024:

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
David Hottman Chief Executive Officer, Director	$ 31,500	$Nil	$Nil	$Nil	$Nil	$ 31,500
Mark T. Brown Chief Financial Officer[a]	$ 68,925	$Nil	$Nil	$Nil	$Nil	$ 68,925
Bruce Winfield President, Director[a]	$ 22,250	$Nil	$Nil	$Nil	$Nil	$ 22,250
Gary D. Nordin Director	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
John Kanderka Director	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
James Anderson Director	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Patrick Daniels Director	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil

[a] Mark T. Brown and Bruce Winfield receive payments for their services through private companies they control. Please refer to the table on the next page.

For the year ended January 31, 2023:

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
David Hottman Chief Executive Officer, Director	$ 67,200	$Nil	$Nil	$Nil	$Nil	$ 67,200
Mark T. Brown Chief Financial Officer[(a)]	$ 75,700	$Nil	$Nil	$Nil	$Nil	$ 75,700
Bruce Winfield President, Director[(a)]	$ 80,625	$Nil	$Nil	$Nil	$Nil	$ 80,625
Gary D. Nordin Director	$ 44,900	$Nil	$Nil	$Nil	$Nil	$ 44,900
John Kanderka Director	$Nil	$Nil	$Nil	$Nil	$Nil	$ -
James Anderson Director	$Nil	$Nil	$Nil	$Nil	$Nil	$ -
Patrick Daniels Director	$Nil	$Nil	$Nil	$Nil	$Nil	$ -

[(a)] Mark T. Brown and Bruce Winfield receive payments for their services through private companies they control. Please refer to the table on the next page.

		During the years ended		As at	
			January 31,	January 31,	January 31,
Amounts due to related parties:	Services for:	2024	2023	2024	2023
David Hottman	Salaries and benefits	$ 31,500	$ 67,200	$ -	$ 4,078
David Hottman	Expenses Reimbursement	-	-	-	2,271
Gary Nordin	Geological consulting	-	44,900	40,000	40,000
Gary Nordin	Expenses Reimbursement	-	-	6,045	-
Bruce Winfield	Expenses Reimbursement	-	-	-	266
A private company with an officer in common with the Company	Accounting, management, financing and rent services	68,925	75,700	67,095	4,988
A private company controlled by President of the Company	Management services	22,250	80,625	11,550	7,875
Total		$ 122,675	$ 268,425	$ 124,690	$ 59,478

Amounts in prepaid expenses:	Services for:		
Bruce Winfield	Funds advanced	$ 23	$ -
David Hottman	Funds advanced	$ 3,479	$ 3,479
Total		$ 3,502	$ 3,479

Key management personnel compensation includes all compensation paid to executive management and members of the board of directors of the Company.

6(h) Financial Instruments

The fair value of the Company's cash, receivables, trade and other payables and due to related parties approximate their carrying values.

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:
Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and marketable securities are measured using level 1 inputs. There were no transfers between levels 1, 2 and 3.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, interest risk and market risk.

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to fulfil an obligation causing the other party to incur a financial loss. The Company is exposed to credit risks arising from its cash holdings, reclamation bonds and receivables (excluding GST). The Company manages credit risk by placing cash with major Canadian financial institutions. Management believes that credit risk related to these amounts is low.

Liquidity risk
Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital to continue its operations and discharge its commitments as they become due.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash and cash equivalents, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as high.

Interest rate risk
Interest rate risk is the risk that an investment's value will change due to a change in the level of interest rates. The Company's exposure to interest rate risk is minimal.

Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and price risk. The Company is not subject to currency risk as the functional currency is the Canadian dollar. The Company does not use any form of derivative or hedging instruments to reduce its foreign currency risk. The Company is not affected by price risk.

Management of industry risk
The Company is engaged primarily in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental reclamation and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

Currency risk
The Company is affected by changes in exchange rates between the Canadian Dollar and foreign currency. The Company does not invest in foreign currency contracts to mitigate the risks. The Company has net monetary assets of $1,478 denominated in US dollars.

6(i) Management of Capital Risk

The Company manages its cash and cash equivalents, common shares, warrants and share purchase options as capital. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

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

In order to maximize ongoing operating efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry out its exploration and operations in the near term.

7. Subsequent Events

On May 15, 2024 the Company completed its non-brokered private placement, whereby the Company issued a total of 5,000,000 common shares at a price of $0.03 per share for gross proceeds of $150,000. Finders' fees amounting to $5,130 were paid in connection with the offering.

8. Policies and Controls

8(a) Significant Accounting Policies and Estimates

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's accounting policies include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the assessment as to whether any impairment exists on the Company's exploration and evaluation assets.

9. Internal Control Over Financial Reporting

Changes in Internal Control Over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI52-109.

Disclosure Controls and Procedures

The Company's CEO and CFO are responsible for establishing and maintaining the Company's disclosure controls and procedures. Management, including the CEO and CFO, have evaluated the procedures of the Company and have concluded that they provide reasonable assurance that material information is gathered and reported to senior management in a manner appropriate to ensure that material information required to be disclosed in reports filed or submitted by the Company is recorded, processed, summarized and reported within the appropriate time periods.

While management believes that the Company's disclosure controls and procedures provide reasonable assurance, they do not expect that the controls and procedures can prevent all errors, mistakes, or fraud.

A control system, no matter how well conceived or operated, can only provide reasonable, not absolute, assurance that the objectives of the control system are met.

10. Information on the Board of Directors and Management

Directors:
James Anderson
Patrick Daniels
David Hottman
John Kanderka
Gary Nordin
Bruce Winfield

Audit Committee members:
John Kanderka (Chair), Gary Nordin and Patrick Daniels

Management:
David Hottman – Chief Executive Officer
Mark T. Brown, B.Comm, CPA, CA – Chief Financial Officer
Bruce Winfield - President