2023

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2023
(Expressed in Canadian dollars)

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INTRODUCTION

This management's discussion and analysis ("MD&A") reflects the assessment by management of the activities, consolidated financial condition and consolidated results of the operations of Treasury Metals Inc. ("Treasury Metals" or the "Company") for the year ended December 31, 2023. This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022 and the notes thereto (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures in this MD&A are expressed in Canadian dollars, unless stated otherwise. References to CAD and US$ are to Canadian dollars and United States ("U.S.") dollars, respectively. This MD&A is dated March 21, 2024 and information contained herein is presented as of such date, unless otherwise indicated.

Further information about the Company and its operations is available under the Company's issuer profile on SEDAR+ at www.sedarplus.ca, on the OTCQX® Best Market ("OTCQX") at www.otcmarkets.com and on the Company's website at www.treasurymetals.com.

DESCRIPTION OF THE BUSINESS

Treasury Metals is a Canadian gold exploration and development company focused on its 100%-owned Goliath Gold Complex (the "Complex"), which includes the district-scale Goliath Project, Goldlund Project and Miller Project. The Complex benefits from access to first-rate infrastructure at its location spanning from the Dryden area to Sioux Lookout, northwestern Ontario, Canada, within the Kenora Mining Division. Treasury Metals is advancing the Complex projects through their respective permitting processes to advance construction and future mine production for open-pit gold mines and underground operations. In 2019, the Federal Minister of Environment released a Canadian Environmental Assessment Act (CEAA 2012) decision statement for the Goliath Project, which concluded that the project was unlikely to result in significant adverse effects to the environment.

In February 2023, the Company completed an independent prefeasibility study (the "Prefeasibility Study") for the Complex prepared in accordance with Canadian National Instrument 43-101 – Standards for Disclosure for Mineral Projects ("NI 43-101"). The technical report, entitled "Goliath Gold Complex – NI 43-101 Technical Report and Prefeasibility Study" and dated March 27, 2023 with an effective date of February 22, 2023 (the "Technical Report"), was filed on March 27, 2023 under the Company's profile on SEDAR+ at www.sedarplus.ca. The Technical Report is the current technical report for the Complex. The Company is continuing additional optimization work to assist in unlocking further value in the Complex and exploration activities to look for opportunities to extend the mine plan. The Company also plans to continue to advance trade-off studies, metallurgical test work and geotechnical investigations based on recommendations in the Prefeasibility Study toward commencing a feasibility-level study including several supporting works that will position the business for long-term success. In addition, the Company has planned an exploration program that will evaluate certain attractive near-mine targets including, but not limited to, the Far East and Fold Nose targets on the Goliath property and the Interlakes and Caracal targets on the Goldlund property. The Company continues to advance environmental monitoring programs and community consultations to support mine permitting.

The Company's issued and outstanding common shares ("Common Shares") are listed on the Toronto Stock Exchange (the "TSX") under the symbol "TML" and also trade on the OTCQX under the symbol "TSRMF". In addition, the Company had common share purchase warrants that traded on the TSX under the symbol "TML.WT" and also traded on the OTCQX under the symbol "TRYMF". These warrants expired on August 7, 2023 and were delisted from the TSX and OTCQX on August 8, 2023. The Company operates its corporate headquarters in Toronto, Ontario, and a project office in Wabigoon, Ontario at the Goliath Project site. The Goldlund Project is operated from the Goliath Project office, approximately 50 kilometres by road from the Goldlund Project. Additional corporate information can be found on the Company's website at www.treasurymetals.com.

The Company requires equity capital and other financing to fund working capital and development activities, corporate overhead costs, exploration and other costs relating to the advancement of exploration and mining properties. The Company's ability to continue as an active mineral property developer and explorer is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. There is no assurance that financing efforts will be successful, sufficient or on terms acceptable to the Company, or if the Company will attain profitable levels of operation in the future.

This MD&A contains "forward-looking" information that is subject to risk factors set out in a cautionary note contained herein.

2023 HIGHLIGHTS

Financings

- On June 1, 2023, the Company completed a non-brokered private placement (the "Offering"), raising gross proceeds of approximately $1.41 million through the issuance of 3.11 million common shares ("FT Shares") at a price of $0.452 per FT Share which qualify as "flow-through shares" with respect to "Canadian exploration expenses" within the meaning of the *Income Tax Act* (Canada) (the "ITA"). The gross proceeds raised from the Offering will be used by the Company to fund exploration programs related to the Company's projects that qualify as "Canadian exploration expenses" and "flow-through mining expenditures" (as those terms are defined in the ITA) (the "Qualifying Expenditures"). All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Shares effective no later than December 31, 2024. See "*Financings – June 2023 Flow-Through Financing*" in this MD&A for additional details.

- On June 15, 2023, the Company negotiated a sixth amendment to its existing Convertible Debt with Extract Lending LLC and Extract Capital Master Fund Ltd (together, "Extract"). The sixth amendment resulted in the maturity date of the Convertible Debt being extended to June 30, 2026 (previously June 30, 2023). In addition, the interest rate was changed to a fixed rate of 9.75% per annum (previously a 12-month LIBOR (minimum of 200 basis points) plus 6.50%). As partial compensation for the amendment, Extract was awarded 8,220,655 warrants. These warrants can be exercised up to June 15, 2026, at an exercise price of $0.441 per share, with each Warrant being exercisable for one Common Share. See "*Financings – Convertible Debt Extension*" in this MD&A for additional details.

- On December 19, 2023, the Company completed a non-brokered private placement, raising gross proceeds of $4,144,500 through the issuance of 29,603,572 units at a price of $0.14 per unit. Each unit consisted of one Common Share and one-quarter of one common share purchase warrant. Each whole warrant is exercisable for one Common Share at an exercise price of $0.21, with an expiration date of December 19, 2028. See "*Financings – December 2023 Private Placement"* in this MD&A for additional details.

Technical Studies

- On February 22, 2023, the Company provided the results of the Prefeasibility Study, showing that the Goliath Gold Complex contains an economic mineral resource that has been converted to a mineral reserve through application of prefeasibility levels of engineering design and project costing. The project carries an acceptable level of risk and generates free cashflow and return on investment at current estimates of cost and revenue. The Technical Report was filed under the Company's profile on SEDAR at www.sedar.com on March 27, 2023. See "*Summary of Mineral Exploration Properties - Prefeasibility Study for the Complex*" in this MD&A.

Exploration Highlights

- On January 8, 2023, the Company resumed drilling at the Far East target on the Goliath Property, completing 1,809 metres in seven holes. Following this program, the drill was moved to the Goldlund Property to support metallurgy studies, completing 892 metres in five holes.

- On January 23, 2023, the Company announced results from the 2022 prospecting program at the Gold Rock Property, including surface grab sample returns of 6.75 g/t gold at 397-metre elevation.

- On June 27, 2023, the Company announced the commencement of its 2023 summer prospecting and mapping program as well as additional exploration results at the Fold Nose Target at the Goliath Property. Results included:

  - 1.03 g/t over 27.00 metres near surface (from 6.0 to 33.0 metres downhole), including 4.76 g/t over 1.50 metres and including 5.60 g/t over 1.50 metres (TL22-641);
  - 0.42 g/t over 38.50 metres (from 227.00-265.50 metres downhole), including 1.69 g/t over 1.50 metres and including 1.65 g/t over 1.00 metres and including 2.03 g/t over 1.00 metres (TL22-637); and
  - 0.61 g/t over 21.0 metres (from 307.50-328.50 metres downhole), including 2.35 g/t over 1.0 metres and including 3.41 g/t over 1.14 metres (TL22-637).

- In October 2023, the Company commenced its winter drilling program at the Far East target, completing 3,078 metres in 14 holes. Results from the 2023 drill programs were released on February 29, 2024 (see "*2023 Highlights – Subsequent to December 31, 2023*" in this MD&A).

Corporate Activities

- On June 28, 2023, the Company held its annual general meeting of shareholders. At the meeting, two directors, William (Bill) Fisher and Flora Wood, did not stand for re-election. Two new nominees, Michele Ashby and James (Jim) Gowans, were elected to the Board of Directors (the "Board") of the Company. Detailed information on the 2023 Board nominees can be found in the Company's Notice of Meeting and Management Information Circular mailed to shareholders as of the meeting's record date, May 12, 2023, as well as filed under the Company's issuer profile on SEDAR+ at www.sedarplus.ca and posted on the Company's website, along with the other meeting materials, at https://treasurymetals.com/investors/annual-meeting-of-shareholders/.

- On September 6, 2023, the Company announced the appointment of James (Jim) Gowans as Chair of the Board, succeeding David Whittle, who resigned from the Board.

Subsequent to December 31, 2023

- The Company issued 4,127,879 common shares (US$500,000) to Sprott Resource Streaming and Royalty Corp. ("SRSR") as part of their quarterly payment obligation (see *"Financings – Sale of Royalty to SRSR"* in this MD&A).

- On February 29, 2024, the Company released results from the 2023 Far East drill program at the Complex, which was a follow-up program aimed to confirm the continuity of mineralization across the 600-metre Goliath-style target defined by drilling conducted in previous exploration programs. Additional details are available in the Company press release dated February 29, 2024 filed under the Company's issuer profile on SEDAR+ at www.sedarplus.ca. Results included:

  - TL23-663 intersected 42.9 metres grading 0.54 g/t Au and 14.66 g/t Ag, including 2.0 metres grading 2.60 g/t Au and 3.40 g/t Ag, and 7.9 metres grading 1.13 g/t Au and 42.69 g/t Ag which includes 1.0 metres grading 4.64 g/t Au and 191.00 g/t Ag;
  - TL23-664 intersected 39.3 metres grading 0.64 g/t Au and 5.72 g/t Ag, including 12.7 metres grading 1.37 g/t Au and 11.14 g/t Ag, which includes 1.0 metres grading 5.53 g/t Au and 30.30 g/t Ag;
  - TL23-661 intersected 18.0 metres grading 0.70 g/t Au and 2.94 g/t Ag, including 2.0 metres grading 2.34 g/t Au and 8.65 g/t Ag, and 1.0 metres grading 3.32 g/t Au and 2.40 g/t Ag;
  - TL23-668 intersected 25.0 metres grading 0.50 g/t Au and 12.14 g/t Ag, including 4.0 metres grading 1.24 g/t Au and 38.03 g/t Ag, and 1.0 metres grading 4.07 g/t Au and 75.60 g/t Ag; and

  - TL22-644 intersected 5.7 metres grading 2.25 g/t Au and 1.58 g/t Ag, including 1.5 metres grading 8.12 g/t Au and 2.50 g/t Ag, and also intersected 10.5 metres grading 0.74 g/t Au and 24.77 g/t Ag, including 1.5 metres grading 1.97 g/t Au and 47.30 g/t Ag.

- Frazer Bourchier resigned from the Board effective March 21, 2024.

OUTLOOK

The fundamental business objective of the Company is to advance the Complex, which includes the Goliath, Goldlund and Miller Projects, to a construction decision. In this regard, the Company has commenced a feasibility study for the Goliath Gold Complex to further derisk the project. The focus in 2024 is to progress feasibility study activities, in addition to advancing permitting and community engagement activities. As part of the feasibility study, the Company will continue pursuing additional optimization work to assist in unlocking further value from recommendations in the Prefeasibility Study and continue exploration activities to look for opportunities to extend the mine plan. Additional comminution studies will be undertaken to minimize risk in crushing and grinding circuit design specifically for Goldlund ore. An additional metallurgical test work program, which will include additional point samples representing different mineralogy, will be undertaken to further understand reagent addition and recovery behavior. The Company also plans to continue to advance trade-off studies and geotechnical investigations, based on recommendations in the Prefeasibility Study and factual reports, toward a feasibility-level study, including several supporting works that will position the business for long-term success. Electrical power supply system and customer impact assessment studies will be progressed during the year. The water management system will be improved by fine tuning and optimizing the water numerical and quality model which will include the latest water monitoring data and results from geotechnical, hydrogeological, and geophysical studies and will inform the developed GoldSim probabilistic water balance model. Ongoing geochemical studies for the Goliath, Goldlund and Miller deposits will progress, and the collected data refined regarding ML/ARD potential of mine materials and waste to inform blend mix design and water management studies.

In addition, the Company is planning an exploration program that will evaluate certain attractive near-mine targets including, but not limited to, the Far East and Fold Nose targets on the Goliath property and the Interlakes and Caracal targets on the Goldlund property.

Structural geological mapping and fault modelling around the Goliath and Goldlund deposits to support mineral resource estimation and optimize mine design will be progressed.

On August 19, 2019, the Federal Minister of the Environment and Climate Change issued a positive decision statement (the "Decision Statement") for the proposed Goliath Project pursuant to the Canadian *Environmental Assessment Act, 2012* review process. The Company is now proceeding with provincial and federal approval processes including development of a mine closure plan and seeking a Fisheries Act authorization and other permits and approvals required prior to the commencement of construction or operation of the Goliath Project. Environmental monitoring programs are ongoing at the Goliath, Goldlund and Miller Projects. Collection of environmental baseline data commenced in 2008 at Goliath and 2021 at the Goldlund and Miller projects will continue in 2024 with the objective to use this data to support permitting and community consultation activities. Treasury Metals will continue engagement with local First Nations, Métis and community groups throughout each phase of the development of the projects.

SUMMARY OF MINERAL EXPLORATION PROPERTIES

Prefeasibility Study for the Complex (February 2023)

On February 22, 2023, the Company announced the results of the Prefeasibility Study. The Technical Report was filed on SEDAR+ on March 27, 2023. The Prefeasibility Study was developed by Ausenco Engineering Canada Inc. with collaboration from SRK Consulting (Canada) Inc., SLR Consulting (Canada) Ltd., Minnow Environmental Inc., WSP Canada Inc. and Stantec Inc. These firms provided mineral resource and mineral reserve estimates, design parameters and cost estimates for mine operations, process facilities, waste and tailings storage, permitting, reclamation, equipment selection and operating and capital expenditures. Highlights from the Prefeasibility Study include:

- **Positive Economics –** Unlevered post-tax net present value at a 5% discount rate ("**NPV**") of $336 million and post-tax unlevered internal rate of return ("**IRR**") of 25.4%, using a long-term gold price of US$1,750 per ounce and an exchange rate of US$1.00 to C$1.34.
- **Increased Production –** Average annual production increased from 79,000 ounces to 90,000 ounces per year, with peak production increasing from 119,000 ounces to 128,000 ounces (year 2), compared to the March 2021 Preliminary Economic Assessment (the "PEA") for the Complex. Total ounces produced increased from 1.065 million ounces to 1.175 million ounces, with increased production in the first nine years of mine life.
- **Initial Mineral Reserve Declared –** Proven and Probable Mineral Reserve of 1.3 million ounces gold (30.3 million tonnes at 1.3 g/t Au).
- **Low Capital ("Capex") Intensity Project –** Estimated Initial capital of $335 million, including a 30% increase to process plant capacity compared to the PEA, with life of mine capital of $552 million including closure costs and salvage values and a post-tax payback period of 2.8 years.
- **Competitive Costs and Profitability –** Cash costs of US$820/oz, All-In Sustaining Costs ("**AISC**") of US$1,008/oz and annual EBITDA and free cash flows of $145 million and $106 million, respectively, over the first five years of production. Life-of-mine free cash flows of $869 million, cash costs of US$935/oz and AISC of US$1,072 on a by-product basis.

The following table provides a summary of the project economics for the Prefeasibility Study; additional details can be found in the Technical Report:

Prefeasibility Study Project Economic Analysis Summary

Description	Unit	Life-of-Mine Total / Average
General Assumptions		
Gold Price	US$/oz	1,750
Silver Price	US$/oz	21
Discount Rate	%	5.0%
Exchange Rate	USD:CAD	0.75
Production		
Mill Head Grade Au	g/t	1.30
Mill Head Grade Ag	g/t	1.77
Mill Recovery Rate Au	%	92.8%
Mill Recovery Rate Ag	%	60.0%
Total Mill Ounces Recovered Au	koz	1,175
Total Mill Ounces Recovered Ag	koz	1,034
Total Average Annual Production Au	koz	90
Total Average Annual Production Ag	koz	80
Operating Costs		
Open Pit Mining Cost	C$/t mined	4.22
Underground Mining Cost	C$/t mined	61.23
Mining Cost (Open Pit + Underground)	C$/t milled	32.83
Goldlund Ore Haulage to Mill	C$/t milled	7.00
Processing Cost	C$/t milled	11.34
G&A Cost	C$/t milled	3.54
Refining and Transport Au	C$/oz Au	5.00
Refining and Transport Ag	C$/oz Ag	0.26
Total Operating Costs	C$/t milled	47.71
Cash Costs and All-in Sustaining Costs (By-Product Basis)		
Operating Cash Costs*	US$/oz Au	935
All-in Sustaining Cost **	US$/oz Au	1,072
Capital Expenditures		
Initial Capital Cost	C$M	335
Sustaining Capital Cost	C$M	198
Closure Capital Cost	C$M	29
Salvage Value	C$M	10
Economics		
Pre-tax NPV @ 5%	C$M	469
Pre-tax IRR	%	29.3%
Pre-tax Payback	years	2.8
Post-tax NPV @ 5%	C$M	336
Post-tax IRR	%	25.4%
Post-tax Payback	years	2.8

Note: * Cash costs consist of mining costs, processing costs, G&A and refining charges and royalties. Cash cost is calculated on a by-product basis. ** AISC includes cash costs plus sustaining capital, closure costs and salvage value. AISC is calculated on a by-product basis. Source: Ausenco, 2023.

Sensitivities and consulting firms and area of responsibility are described in the Technical Report available under the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

Goliath Gold Complex Mineral Resource Estimate
(Effective: January 17, 2022)

Type	Classification	Cut-off	Tonnes	Au (g/t)	Au (Oz)	Ag (g/t)	Ag (Oz)
Open Pit	Measured	0.25 / 0.3	6,223,000	1.20	239,500	4.70	940,600
	Indicated	0.25 / 0.3	58,546,000	0.82	1,545,000	2.53	1,878,500
	Measured + Indicated	0.25 / 0.3	64,769,000	0.86	1,784,500	2.99	2,819,100
	Inferred	0.25 / 0.3	32,301,000	0.73	754,900	0.80	85,200
Underground	Measured	2.20	170,000	6.24	34,100	22.34	122,100
	Indicated	2.20	2,772,000	3.59	320,000	7.08	580,800
	Measured + Indicated	2.20	2,942,000	3.74	354,100	8.04	702,900
	Inferred	2.20	270,000	3.21	27,900	4.06	6,300
Total	Measured		6,393,000	1.33	273,600	5.17	1,062,700
	Indicated		61,318,000	0.95	1,865,000	2.98	2,459,300
	Measured + Indicated		67,711,000	0.98	2,138,600	3.42	3,522,000
	Inferred		32,571,000	0.75	782,800	0.84	91,500

Notes: **1**. Mineral Resources were estimated by ordinary kriging by Dr. Gilles Arseneau, associate consultant of SRK Consulting (Canada) Inc., Mineral Resources were prepared in accordance with NI 43-101 and the CIM Definition Standards for Mineral Resources and Mineral Reserves (2014) and the CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines (2019). This estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues. Mineral Resources that are not mineral reserves do not have demonstrated economic viability. **2**. Mineral Resource effective date January 17, 2022. **3**. Goliath Open Pit Mineral Resources are reported within an optimized constraining shell at a cut-off grade of 0.25g/t gold that is based on a gold price of US$1,700/oz, a silver price of US$23/oz, and a gold and silver processing recovery of 93.873*Au(g/t)^0.021 and 60% respectively. **4**. Goldlund Open Pit Mineral Resources are reported within an optimized constraining shell at a cut-off grade of 0.3g/t gold that is based on a gold price of US$1,700/oz and a gold processing recovery of 90.344xAu(g/t)^0.0527. **5**. Miller Open Pit Mineral Resources are reported within an optimized constraining shell at a cut-off grade of 0.3 g/t gold that is based on a gold price of US$1,700/oz and a gold processing recovery of 93.873*Au(g/t)^0.021. **6**. Goliath Underground Mineral Resources are reported inside shapes generated from Deswick Mining Stope Optimiser (DSO) at a cut-off grade of 2.2g/t gold that is based on a gold price of US$1,700/oz, a silver price of US$23/oz, and a gold and silver processing recovery of 93.873*Au(g/t)^0.021 and 60% respectively. **7**. Goldlund Underground Mineral Resources are reported inside DSO shapes at a cut-off grade of 2.2g/t gold that is based on a gold price of US$1,700/oz and a gold processing recovery of 90.344xAu(g/t)^0.0527. **8**. Gold and Silver assays were capped prior to compositing based on probability plot analysis for each individual zones. Assays were composited to 1.5 m for Goliath, 2.0 m for Goldlund and 1.0 m for Miller. **9**. Excludes unclassified mineralization located within mined out areas. **10**. Silver grade and ounces are derived from the Goliath tonnage only. **11.** Goliath Open Pit and Goldlund/Miller cut-off grades are 0.25g/t and 0.30g/t, respectively. **12**. All figures are rounded to reflect the estimates' relative accuracy, and totals may not add correctly.

The Prefeasibility Study is based on the combined open pit and underground Measured and Indicated portion of the 2022 Mineral Resource Estimate. The Proven and Probable Mineral Reserves for the Complex are estimated at 30.3 million tonnes at an average grade of 1.3 g/t Au for 1.3 million ounces of contained gold.

Goliath Gold Complex Mineral Reserves Estimate
(Effective: December 31, 2022)

Classification	Quantity (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)
Open Pit – Goliath					
Proven	3,969	1.05	134	3.22	410
Probable	5,580	0.67	119	2.20	395
Proven & Probable	9,549	0.83	254	2.62	805
Open Pit – Goldlund					
Proven	–	–	–	–	–
Probable	16,256	1.19	621	–	–
Proven & Probable	16,256	1.19	621	–	–
Open Pit – Miller					
Proven	–	–	–	–	–
Probable	738	1.03	24	–	–
Proven & Probable	738	1.03	24	–	–
Underground – Goliath					
Proven	596	3.96	76	16.73	321
Probable	3,180	2.85	292	5.85	598
Proven & Probable	3,776	3.03	368	7.56	918
Total					
Proven	4,565	1.43	210	4.98	731
Probable	25,754	1.28	1,057	1.20	993
Proven & Probable	30,319	1.30	1,267	1.77	1,724

Notes: **1**. Mineral reserves with an effective date of December 31, 2022 are founded on and included within the mineral resource estimates, with an effective date of January 17, 2022. **2**. Mineral reserves were developed in accordance with CIM Definition Standards (2014). **3**. Open pit mineral reserves incorporate 10%, 7% and 9% dilution for Goliath, Goldlund and Miller, respectively. Open pit mineral reserves include 1% loss for Goliath and Miller, no losses are included for Goldlund. Goliath underground mineral reserves include 5% dilution and 0% loss for development. For stopes at Goliath underground, the mineral reserves include 15% dilution (both downhole and uphole stopes) and 90% (downhole) and 80% (uphole) recovery. **4.** Open pit mineral reserves are reported based on open pit mining within designed pits above cut-off values of C$15.22/t, C$16.00/t and C$23.63/t for Goliath, Goldlund and Miller, respectively. Goliath underground mineral reserves are reported based on underground mining within designed underground stopes above a mill feed cut-off value of C$107.66/t (inclusive of 15% mining dilution). The cut-off values are based on a gold price of US$1,550/oz Au, a silver price of US$22, transportation costs of C$5/oz Au, payabilities of 99% Au and 97% Ag, LOM average gold recoveries of 94.2% for Goliath, 94.3% for Goldlund and 94.0% for Miller, and a silver recovery of 60% for Goliath. **5**. Underground mineral reserves following Year 13 have been removed from the LOM plan and thus are excluded in the mineral reserve table above. Some low grade Goldlund material above cut-off is not fed to the plant and therefore not included in the mineral reserves. **6.** The Qualified Person for the open pit mineral reserve estimate is Colleen MacDougall, Peng; and the Qualified Person for the underground mineral reserve estimate is Sean Kautzman, Peng, both are SRK Consulting (Canada) Inc. employees. **7**. Rounding may result in apparent summation differences between tonnes, grade and contained metal.

See the Technical Report for additional details on the Prefeasibility Study.

Value Engineering and Feasibility Studies

The Company continues to pursue and refine value engineering and technical studies in support of updated economics for the life of the project. Metallurgical test work was initiated in May 2023 through to the fourth quarter of 2023 with a focus on Goldlund crushing requirements and gold recovery methods. CIL/CIP trade-off studies to assess improvements in the process flow sheet were completed as part of value engineering. A grade engineering program which aimed at upgrading Goldlund and Miller ore through reducing haulage costs was finalized. Geotechnical investigations commenced in June 2023 and include extensive geophysical, hydrogeological and geochemical test work and modeling to support feasibility study. Field work and studies concluded in August 2023 with the issuance of reports through Q4 2023 with a recommendation to advance a detailed structural model with the planned update to the mineral resource estimate for the Complex. Site wide geotechnical investigations included factual geotechnical reporting to inform the site wide water balance and quality modelling in GoldSim currently in progress. Prefeasibility Study assumptions regarding rock quality and potential modes of failure were investigated to aid project infrastructure layouts and designs. Trade-off studies to supply power at 230 vs 115kV were concluded. An electrical system impact assessment study to assess power supply system capability of the 115kV powerline and the potential effects of our operations on other consumers is in progress.

The purpose of evaluating all additional options is to improve project economics (Net Present Value (NPV) and Internal Rate of Return (IRR)) while mitigating project risks as well as simplifying environmental permitting. Work on these studies will continue in 2024.

Goliath Project

The Goliath Project is located in the Kenora Mining Division in northwestern Ontario, about 20 kilometres east of the City of Dryden and 325 kilometres northwest of the port city Thunder Bay, Ontario, Canada. Goliath, which is within the Complex, consists of approximately 7,601 hectares (approximately 76 km^2) and covers portions of Hartman and Zealand townships. Goliath is comprised of two historic properties, now consolidated under the common name "Goliath Gold Project", which consists of: the larger Thunder Lake Property, purchased from Teck Resources and Corona Gold Corp., and the Goliath property, transferred to the Company from Laramide Resources Ltd. Goliath has been expanded from its original size through the staking of mining claims, land purchases and option agreements. The Goliath Project is held 100% by the Company, subject to certain underlying royalties and payment obligations on certain patented land parcels, totalling approximately $0.1 million per year. Recently, the Company staked claims that connect to the Goldlund property to form one contiguous land package.

The Goliath Project consists of a proposed open pit and an underground mine, with 798,900 and 325,100 ounces of gold in the Measured and Indicated mineral resource category for the open pit and underground mines, respectively. The Goliath Project also includes Inferred mineral resources of 91,500 ounces of gold in both the open pit and underground mines. The Proven and Probable mineral reserves for the Goliath Project are estimated at 9.5 million tonnes at an average grade of 0.83 g/t Au in open pit and 3.8 million tonnes at an average grade of 3.03 g/t Au, for a combined total of 0.6 million ounces of contained gold. See the Technical Report for additional details.

Exploration Activities

The Company completed two phases of drilling in 2023 on the Goliath Property. The first phase of drilling was initiated in Q4 2022 and concluded in February 2023 where seven holes (1,809 metres) were completed within the 2023 calendar year. This initial phase of the program started at the Far East target and was designed to confirm the continuity of the host lithology and mineralization between existing drilling, expand along strike and up dip, and further the geological understanding of the Goliath-style target. Following this, the drill moved to the Goldlund property to support metallurgy studies which concluded in February. The second phase occurred throughout October and November 2023, with an additional 14 holes (3,078 metres) drilled on the Far East target. These drillholes aimed to further extend known mineralization along strike and up dip, and step out to the southwest along trend of the host rock lithology. A combined total of 4,887 metres in 21 holes were completed on the Goliath property across the 2023 program. Results from these drill programs were released on February 29, 2024 (see "2023 *Highlights – Subsequent to December 31, 2023*" in this MD&A.

On June 27, 2023, the Company announced the commencement of its 2023 summer prospecting and mapping program as well as additional exploration results from the 2022 follow-up drill program on the Fold Nose Target at the Goliath property. The field program focused on collecting additional data at the Fold Nose, Far East, and South Syncline targets where samples were collected for geochemical analysis where all samples were analyzed for gold and 4-acid near total digestion ICP, while select representative (less altered and deformed) samples were analyzed with whole-rock geochemistry. The data collected during this program was integrated into the property database and will be used to design future programs.

During the fourth quarter of 2023, 3,078 metres in 14 holes were drilled on the Goliath property; all of which were on the Far East exploration target. No additional exploration activities were conducted during the three months ending December 31, 2023 on the Goliath Property.

Goldlund Project

The Goldlund property, acquired by the Company in 2020, covers approximately 28,289 hectares and is defined by mineral rights that are 100%-held by Treasury Metals. The Goldlund Project includes two deposits—Goldlund Mine and Miller (the "Miller Project")—which covers portions of the Echo and Pickerel townships in Ontario. The Goldlund deposit is approximately 40 kilometres southwest of Sioux Lookout and

40 kilometres northeast of Dryden. The Miller deposit is approximately 30 kilometres southwest of Sioux Lookout and 50 kilometres northeast of Dryden.

Goldlund hosts a large near-surface gold resource estimated to contain 940,000 ounces of gold in the Indicated category, plus 703,000 ounces of gold in the Inferred category and also includes 74,600 ounces of gold at the Miller Project in the Indicated category and 4,500 in the Inferred category, all within a 271 km^2 property package located directly to the northeast of Goliath. The close proximity of the projects, combined with well-developed infrastructure in the region, is expected to generate co-development synergies as the properties are advanced in tandem. The property is subject to certain underlying royalties, including with SRSR (see "*Financings – Sale of Royalty to SRSR*" in this MD&A). The Proven and Probable mineral reserves for the Goldlund Project are estimated at 16.3 million tonnes at an average grade of 1.19 g/t Au for 0.6 million ounces of contained gold. See the Technical Report for additional details.

The Miller Project is a proposed open pit mine located on the Goldlund property. The Miller deposit is situated approximately 10 kilometres northeast and along strike of the Goldlund deposit, containing an Indicated mineral resource of 74,600 ounces of gold and an Inferred mineral resource of 4,500 ounces of gold. The Proven and Probable mineral reserves for the Miller Project are estimated at 0.7 million tonnes at an average grade of 1.03 g/t Au for 0.02 million ounces of contained gold. See the Technical Report for additional details.

Exploration Activities

The Company completed a drilling program on the Goldlund property in Q1 2023 in support of metallurgy studies where a total of 892 metres were drilled in five holes. These holes were designed to provide additional testing material from Zones 1 and 3 where access to core from historical drilling was limited.

During the 2023 field season, mapping and prospecting was conducted across various areas of interest on the Goldlund Property. Notable targets include the Interlakes, Beartrack, Diamond Lake, Wild Cats, Goldlund South and Miller extension targets. Field samples were collected for geochemical analysis where all samples were analyzed for gold and four-acid near total digestion ICP, while select representative (less altered and deformed) samples were analyzed with whole-rock geochemistry. The data collected during this program was integrated into the property database and will be used to design future programs.

No additional exploration activities were conducted during the three months ending December 31, 2023 on the Goldlund property.

Permitting

The Company continues to work with relevant provincial and federal regulatory agencies to advance technical studies for the Complex and seek the necessary provincial and federal permits. Field studies are ongoing to advance statements made during the Prefeasibility Study and to incorporate the Environmental Assessment ("EA") Decision Statement conditions into future permitting and approvals. The Goliath Project is proposed to receive material from the formerly operating Goldlund mine and Miller deposit. It is anticipated that the ore feed will not materially influence the EA reviewed through the respective federal process and the Minister's decision.

Environment

In 2023, several technical studies were completed to prepare for a feasibility-level study, including development of a probabilistic water balance and water quality model using GoldSim, as well as a numerical ground water model. Next steps for the Goliath Project are to maintain environmental monitoring programs, baselines and technical studies required to ensure that any changes to the project will meet the Company's EA commitments and the Decision Statement conditions along with furthering the project's permitting and approvals program. In 2024, the Company will continue to advance the required permits and authorizations with a focus on development of a Closure Plan, obtaining a Fisheries Act Authorization and Schedule 2 Listing under MDMER.

The Company has engaged several technical consultants for the continued collection of baseline environmental data for the Goliath, Goldlund and Miller Projects. The objective of the work (completed, underway or planned) is to characterize the existing physical, biological and human environment at each of the three project locations, expanding on existing information where available. In all cases, the work applies standard field protocols and scientific methodologies and will address the anticipated information needs of regulatory agencies, communities and other stakeholders engaged in the approval process for mining projects in Ontario.

Baseline and technical data collection at the Goliath site commenced in 2008 and ongoing monitoring programs continued in 2023. Baseline studies at the Goldlund property are underway and the Company has begun initial phases of environmental baseline data collection at the Miller Project. Baseline data for these projects will support provincial permitting and approvals processes, engineering and feasibility studies, as well as community consultations. In parallel with baseline data collection, the Company is evaluating and exploring its options with regards to the Goldlund Project being a past-producing mine site including a potential class environmental assessment if required.

Community Relations

The Complex is located in Treaty #3 (1873), and on land that has been used and occupied since time immemorial by the Anishinaabe Peoples. Treasury Metals recognizes the unique connection between Indigenous Peoples and lands and how mining can affect this connection in various challenging ways. The Company also recognizes the collective rights and interests of Indigenous Peoples in line with the United Nations Declaration on the Rights of Indigenous Peoples. The Company is committed to understanding and respecting local communities' cultural heritage, rights and norms, seeking to develop meaningful partnerships and dialogue with the communities associated with Company projects to contribute to social and economic participation and benefits-sharing.

Current engagement activities with Indigenous and public communities have focused on building relationships, and delivery and dissemination of Project information. Treasury Metals has been in communication with Eagle Lake First Nation, Lac Seul First Nation, Wabauskang First Nation and Wabigoon Lake Ojibway Nation, and the Company continues to document all efforts to date. The Company organized and resourced a capacity-building visit of sites in the Timmins area for representatives of these four First Nations to enhance knowledge of closure planning, which included an experiential learning component of site visits to various former operating mining projects at different stages of closure. As part of this capacity-building initiative, community representatives participated in full-day community-to-community discussions led by the Wabun Tribal Council on topics related to engagement with mining companies, including negotiations, business development and agreement implementation.

Treasury Metals, in cooperation with representatives from Eagle Lake First Nation, continues to implement an Environmental Management Committee for ongoing engagement and consultation on the environmental aspects of the project. This Committee's mandate is to provide a constructive forum for dialogue, collaborative discussion and communication between project updates and to ensure Indigenous values and traditional knowledge are acknowledged and integrated as appropriate. Treasury Metals' staff is working cooperatively with all third party and community representatives to secure community input to the project, and to finalize additional agreements with regional stakeholders as part of the continued development of the Goliath, Goldlund and Miller Projects. The Company will engage certain identified Indigenous communities in comprehensive agreement discussions focusing on continued dialogue, education, training, and other project aspects. The Company continues to engage and support capacity-funding opportunities to ensure open and transparent dialogue regarding the development of the project.

Other Exploration Projects

Gold Rock Project

The Company's 100%-owned Gold Rock project is located near Dryden, Ontario and comprises two properties: the Gold Rock property (consisting of 20 legacy claims) and the Thunder Cloud property (consisting of one legacy claim); all claims at the Gold Rock project are in good standing. The Gold Rock Property is located in the historic Gold Rock Mining Camp which is hosted in the Eagle-Wabigoon-Manitou Lakes greenstone belt. The property covers the Manitou anticline which is a large-scale regional fold adjacent to the Manitou Straits Shear Zone. Regional folds often act as excellent traps for gold mineralization. Shear zones or faults act as fluid conduits for mineralizing fluids during the formation of gold deposits. The Manitou Straits Shear Zone is interpreted to be approximately 4-5 km wide composed of anastomosing discrete shear zones that trend northeast through the Gold Rock Mining Camp. Mapping had shown additional shear zones running through the Gold Rock Property. Several historic mines are located proximal to the regional shear zone structures and historic test pits and shafts are located throughout the area.

The Company completed a prospecting program at the Gold Rock project in 2022 and launched an Airborne Geophysical program which includes digital line profile data, electromagnetic and magnetic survey. On January 23, 2023, the Company announced results from the 2022 prospecting program at the Gold Rock project, including surface grab sample returns of 6.75 g/t gold at 397-metre elevation. These new results, coupled with the newly received airborne geophysical survey data, will assist in the planning of the next phase of exploration on the property and will form the basis for assessing the exploration potential at Gold Rock.

Significant Gold Results from Gold Rock Samples

Sample Description	Northing	Easting	Elevation (m)	Grade (g/t Au)
Quartz veining in mafic volcanic	5479156	521534	397	6.750
Quartz veining in mafic volcanic	5478860	521562	400	0.30
Mafic volcanic	5479309	522922	406	0.22
Mafic volcanic with quartz veining	5479156	521534	397	0.18
Intermediate tuff with quartz veining	5478142	522165	393	0.16

No exploration work was done on the Gold Rock project during the three months and year ended December 31, 2023.

Weebigee Project

The Company holds the Weebigee Project through Goldeye Explorations Limited ("Goldeye"), its wholly-owned subsidiary. Weebigee is a high-grade gold project and is located 227 km north of Red Lake in Northwestern Ontario. The Weebigee Project was subject to an option agreement between Sandy Lake Gold Inc. (renamed G2 Goldfields Inc.) and Goldeye. The option agreement originally provided, among other things, that G2 could earn up to a 70% interest in the Project by achieving certain milestones. In late 2020, G2 Goldfields completed the expenditures required per the Option Agreement for them to earn-in to a 50.1% ownership of the project and a joint venture agreement between G2 Goldfields and Treasury Metals was executed reflecting the 50.1% and 49.9% ownerships. G2 Goldfields will continue as operator of the project. The 2020 Joint Venture Agreement provided that, among other things, G2 will forgo its rights to acquire any further interest in the project under the option agreement. Both companies also settled outstanding arbitration and planned to move forward in a supportive relationship with the Sandy Lake First Nation in order to advance the project. Through the agreement, G2 and Goldeye would continue to work collaboratively with SLFN and build on the existing relationship for the mutual benefit of all parties. Sandy Lake First Nation will be an important source of personnel, infrastructure and services for the Weebigee Project during the early exploration phase, and as the project advances. On April 9, 2021, G2 announced the spin-out of its Sandy Lake Project (which included its interest in the Weebigee Project) to S2 Minerals Inc. ("S2"). Consequently, S2 has taken the place of G2 in the Joint Venture Agreement and has become the operator of the Project. Accordingly, the Company entered into an updated joint venture agreement with S2 in the fourth quarter of 2022 to confirm the ongoing terms of the joint venture.

Three additional gold exploration properties were inherited by the Company with the 2016 Goldeye acquisition (Gold Rock/Thunder Cloud, Shining Tree-Fawcett (subsequently acquired by Platinex Inc. in Q3 2020) and Van Hise/Larder Lake (subsequently dropped)), all of which reside in the Province of Ontario.

All these properties are grassroots with no exploration permits in place for more advanced field work, such as diamond drilling. No work was done on these properties during the year ended December 31, 2023.

MINERAL PROPERTIES

The Company did not acquire any new mineral properties during the three months and year ended December 31, 2023. The following table represents the Company's current mineral properties:

($)	Balance December 31 2022	Additions net of recoveries	Balance December 31 2023
Goliath Project	17,519,860	–	17,519,860
Goldlund Project	83,906,996	–	83,906,996
Weebigee Project	1,952,352	–	1,952,352
Total mineral properties	**103,379,208**	–	**103,379,208**

Significant expenses related to exploration and evaluation projects, which are reflected in the Statements of Operations, during the year ended December 31, 2023 are described by category in the following table:

Period ended December 31, 2023 ($)	Goliath Project	Goldlund Project	Weebigee Project	Total
Drilling, Assaying & other exploration	2,249,299	254,475	12,379	2,516,153
Environmental	1,921,341	324,187	–	2,245,530
Community Relations	312,070	–	–	312,070
Prefeasibility and Feasibility Study	1,251,444	49,784	–	1,301,228
Office and Administration	553,150	–	–	553,150
Sale of Sprott Royalty	–	–	–	–
Write-down of Lara Polymetallic Project	–	–	–	–
Total expenses	**6,287,306**	**628,446**	**12,379**	**6,928,131**

SELECTED ANNUAL INFORMATION

The following table has been prepared from information in the Financial Statements and summarizes results of operations for the three most recently completed financial years. The Company did not declare any dividends during those periods.

	Year ended December 31		
($)	2023	2022	2021
Total Revenue (1)	–	–	–
Exploration and evaluation costs	6,928,131	14,114,808	14,283,679
Net loss for the year	(13,386,211)	(20,293,525)	(15,925,579)
Loss per share - basic and diluted	(0.09)	(0.15)	(0.13)
Mineral property sales (2)	–	14,219,200	–
Total assets	117,683,282	123,737,443	132,166,170
Long term debt & obligations	15,030,369	9,798.928	5,409,515

(1) Treasury Metals is an exploration and development company that is not in commercial production
(2) Sale of Royalty to SRSR

Financial results of operations for the year ended December 31, 2023, compared with the year ended December 31, 2022

The net loss for the year ended December 31, 2023 was $13,386,211 (2022 – $20,293,525). The variance is explained as follows:

- Exploration and evaluation costs decreased by $7,186,677 during the year ended December 31, 2023 ($6,928,131) compared to the same period in 2022 ($14,114,808) due to lower activity across the various exploration and evaluation departments—specifically on drilling exploration programs, technical studies and legal and other fees. During the year ended December 31, 2022, the Company incurred legal fees related to the sale of the Sprott Royalty, while no such transactions were incurred in 2023. During 2023, the Company drilled a total of 4,887 metres across the Goliath and Goldlund properties, compared to 20,250 metres in 2022; this had a direct impact on lower costs in the 2023.

- Administrative, office and shareholder services decreased by $408,692 during the year ended December 31, 2023 ($1,124,337) compared to the same period in 2022 ($1,533,028). This decrease was largely related to a reduction in rental expenditure due to a lease expiring in 2023 and lower directors' fees due to directors taking a reduction in fees for fiscal 2023, in addition to reductions in travel and entertainment and investor relations expenditures.

- Professional fees increased by $353,647 during year ended December 31, 2023 ($605,031) compared to the same period in 2022 ($251,383), with an increase in spend primarily on legal services for the debt amendment, flow-through financing and other administration matters.

- Salaries and benefits increased by $162,765 during the year ended December 31, 2023 ($2,312,502) compared to the same period in 2022 ($2,149,737), related largely to performance incentives awarded in 2023 for fiscal 2022.

- Share-based payment expense was $1,314,459 for the year ended December 31, 2023, compared to $1,646,832 for the same period in 2022. The reduction is largely due to lower total fair value on equity grants compared to the same period in 2022 due to a decrease in the share price.

- Foreign exchange gain of $383,584 in 2023 was $1,468,514 higher than the 2022 loss of $1,084,930 due to higher US$/CAD currency rate fluctuations during the respective years. Foreign exchange gains and losses were predominantly recognized on loans denominated in U.S. dollars.

- Accretion of long-term debt and obligation expense for the year ended December 31, 2023 ($1,156,111) was consistent with the 2022 expense of $1,186,944. This spending is related to accretion on long-term debt and the Sprott Royalty minimum payment obligation.

- During the year ended December 31, 2023, there was a $101,696 unrealized gain from the change in fair value of derivative liabilities, compared to a $687,294 unrealized gain for the same period in 2022. The derivative liability is a result of the conversion feature of the US$-denominated Extract Resource Lending Corp. ("Extract") convertible debt. The unrealized gains in 2023 and 2022 were largely a result of the change in the share price during the respective years. Due to the renegotiation of the long-term debt, the derivative liability was revalued to a fair value of $138,502 in Q2 2023, with the gain being recognized in the consolidated statement of operations.

- During the second quarter of 2023, a $464,995 loss related to the long-term debt amendment was recognized in profit and loss for the period. The long-term debt terms were renegotiated, with the maturity date being extended until June 30, 2026, and the interest rate was amended to a fixed rate of 9.75% (see "*Financings – Convertible Debt Extension*" in this MD&A). As partial compensation for the amendment, Extract was awarded 8,220,655 bonus warrants. The fair value of the warrants was determined to be $464,995.

- Income from recovery of flow-through share premium was $464,400 for the year ended December 31, 2023, compared to $1,561,508 for the same period in 2022. Both adjustments were a result of the flow-through share premium recovery on eligible flow-through exploration expenditures.

Financial results of operations for the three-month period ended December 31, 2023, compared to the three-month period ended December 31, 2022

The net loss for the three months ended December 31, 2023 was $2,646,614, compared to a net loss of $4,777,444 for the three months ended December 31, 2022. The net loss primarily resulted from the following:

- Exploration and evaluation costs decreased by $1,010,783 during the three-month period ended December 31, 2023 ($1,904,046) compared to the same period in 2022 ($2,914,829). This was mainly due to lower drilling exploration occurring in the fourth quarter of 2023 compared to the fourth quarter of 2022. In 2023, a combined total of 3,078 metres was drilled at the Far East target in comparison to 2022, where a total of 13,800 metres was drilled between the Goliath property and Fold Nose and Far East exploration targets.

- Administrative, office and shareholder services decreased by $148,787 during Q4 2023 ($190,265) compared to Q4 2022 ($339,052) due to a reduction in travel and rental and office expenditures, as well as directors' fees due to a reduction in directors' fees in 2023.

- Professional fees increased by $91,691 in the three-month period ended December 2023 ($161,491) compared to the same period in 2022 ($69,800), with a higher spend in Q4 2023 primarily on legal costs due to legal support provided on the long-term debt, private placement and corporate matters.

- Salaries and benefits were slightly lower by $51,844 in the fourth quarter of 2023, with $436,074 being spent compared to $487,918 in the fourth quarter of 2022. This was largely due to of a reclassification in 2023 of certain employees' payroll costs to Exploration and Evaluation instead of corporate salaries.

- Share-based compensation expense was $224,154 for the three-month period ended December 31, 2023 compared to $268,991 for the same period in 2022. The reduction is primarily as a result of a lower fair value on equity grants compared to the same period in 2022, due to a decrease in the share price.

- Accretion of long-term debt expense in the fourth quarter of 2023 ($238,604) decreased compared to the fourth quarter of 2022 ($147,218). This expense related to accretion on the long-term debt and the Sprott Royalty minimum payment obligation, with the decrease largely being attributed to a lower effective rate on the renegotiated long-term debt facility in 2023 compared to the previous rate used in 2022.

- Foreign exchange gains of $339,983 were recognized in the fourth quarter of 2023. This was a $145,776 increase in comparison to 2022 ($194,206) due to a greater CAD/US$ appreciation in the fourth quarter of 2023 (2%) compared to the fourth quarter of 2022 (1%).

- During the three-month period ended December 31, 2023 ($16,514), the unrealized gain from the change in fair value of the derivative liabilities was consistent with the same period in 2022 ($16,035). The derivative liability is a result of the conversion feature of the US$-denominated Extract convertible debt.

- Income from the recovery of flow-through premium was $363,100 in the fourth quarter of 2023 compared to a gain of $412,121 in the fourth quarter of 2022. Both adjustments were a result of the flow-through share premium recovery on eligible flow-through exploration expenditures incurred during the period.

SUMMARY OF QUARTERLY RESULTS

The following tables summarize the Company's financial results for the last eight quarters. The information set forth below should be read in conjunction with the Financial Statements and the related notes thereto prepared by management in accordance with IFRS. Detailed explanations of quarterly variances are included in each quarterly MD&A filed on SEDAR+ under the Company's issuer profile at www.sedarplus.ca.

Selected Quarterly Financial Information ($)	Q4 Dec-23	Q3 Sep-23	Q2 Jun-23	Q1 Mar-23
Expenses	2,993,201	3,315,721	2,935,924	4,707,461
Write-down of mineral properties	–	–	–	–
Fair value change of derivative liability – loss (gain)	16,515	(127,967)	(30,393)	40,149
Income from recognition of flow-through premium	(363,100)	(101,300)	–	–
Net income (loss)	(2,646,615)	(3,086,453)	(2,905,532)	(4,747,610)
Net income (loss) per share	(0.02)	(0.02)	(0.02)	(0.03)
Other comprehensive income (loss)	1,626	165,591	(327,192)	164,704
Total comprehensive income (loss)	(2,648,239)	(2,920,862)	(3,232,724)	(4,582,906)
Mineral properties	103,379,208	103,379,208	103,379,208	103,379,208
Total current liabilities	3,191,950	2,930,644	3,066,241	9,551,746
Total assets	117,683,282	116,500,998	118,816,551	119,668,426

Selected Quarterly Financial Information ($)	Q4 Dec-22	Q3 Sep-22	Q2 Jun-22	Q1 Mar-22
Expenses	4,349,288	5,781,735	5,491,384	6,819,920
Loss (gain) on debt extinguishment / modification	–	–	100,000	–
Fair value change of derivative liability – loss (gain)	16,035	(63,004)	(361,635)	(278,690)
Income from recognition of flow-through premium	(412,121)	352,654	670,653	950,322
Net income (loss)	(4,777,444)	(5,366,077)	(4,559,096)	(5,590,908)
Net income (loss) per share	(0.03)	(0.04)	(0.03)	(0.04)
Other comprehensive income (loss)	161,015	(164,383)	(100,720)	74,696
Total comprehensive income (loss)	(4,616,429)	(5,530,460)	(4,659,816)	(5,516,212)
Mineral properties	103,379,208	103,379,208	103,331,950	117,698,408
Total current liabilities	9,853,157	9,382,406	8,866,626	3,556,736
Total assets	123,737,443	127,760,407	132,497,092	127,626,250

The decrease in expenses from Q4 2023 compared to Q3 2023 is largely due to a foreign exchange gain of $339,983 arising from the strengthening of the Canadian dollar against the U.S. dollar. The Company holds short- and long-term debt denominated in U.S. dollars.

The loss associated with the change in the derivative liability in Q4 2023 was related to the fair value adjustment attributed to the convertible debt. The derivative liability is revalued quarterly, using the Black-Scholes model, with the associated gain or loss being recognized in the consolidated statement of operations. During the fourth quarter, the main assumption change (which impacted the quarterly movement) was due to share price volatility.

Income from flow-through share premium of $363,100 in Q4 2023 was a result of the share premium recovery on eligible flow-through exploration expenditures incurred during the period.

The quarterly variations in other comprehensive income (loss) result from quarter-end adjustments to the market value of short-term investments during the quarter.

The increase in total current liabilities to $3,191,950 in Q4 2023 from $2,930,644 in Q3 2023 was due to an increase in trade payables, which was partially setoff by the recovery of flow-through share premium because of eligible flow-through exploration expenditures being incurred during the period. The increase in trade payables was due to higher exploration costs during the fourth quarter of 2023. The increase in total assets to $117,683,282 in Q4 2023 from $116,500,998 in Q3 2023 is a result of the increase in cash related to the private placement on December 19, 2023, partially offset by working capital obligations during the period.

FINANCINGS

Sale of Royalty to SRSR

On April 11, 2022, the Company sold a 2.2% net smelter return ("NSR") royalty on the properties that comprise the Complex to Sprott Resource and Streaming Royalty Corp ("SRSR") for gross proceeds of $25,178,000 (US$20.0 million) (the "Sprott Royalty"). The Sprott Royalty applies to sales of precious and base metals from all of the claims which comprise the Complex.

Upon the achievement of 1.5 million ounces of gold production, the Sprott Royalty will automatically reduce by 50% for no additional consideration by the Company. Proceeds will be used to complete ongoing work to deliver a feasibility study for the Complex and for general corporate and working capital purposes.

Until the earlier of December 31, 2027 and the date that commercial production is declared, the Company will pay to SRSR US$500,000 (the "Minimum Payments") on a quarterly basis in cash or in Common Shares at the Company's sole discretion. If the Company elects to issue Common Shares as payment, the Common Shares would be issued at the greater of (a) a 5% discount to the five-day volume-weighted average price based on the five consecutive trading days prior to the date payment is due and (b) the maximum permitted by the TSX. Payments commenced in the third quarter of 2022. During the three months ended December 31, 2023, the Company made a payment of US$500,000 ($681,050) to SRSR. During the year ended December 31, 2023, the Company made the following payments:

- $2,011,273 (US$1,500,000) by the issuance of 6,925,456 Common Shares; and
- a cash payment of $681,500 (US$500,000).

The Company has a one-time option (the "Buy-Down Option") to buy back 50% of the Sprott Royalty, reducing the applicable NSR percentage by 50% and reducing by 50% any remaining Minimum Payments by exercising the Buy-Down Option and paying the applicable amount below:

- On or before December 31, 2024 – US$14.0 million
- From January 1, 2025 until December 31, 2025 – US$16.0 million
- From January 1, 2026 until December 31, 2026 – US$17.0 million
- From January 1, 2027 until December 31, 2027 – US$18.25 million
- From January 1, 2028 until December 31, 2028 – US$19.5 million.

The Buy-Down Option is treated as a financial instrument measured at fair value, taking into account the likelihood of the Company exercising the option. As of December 31, 2023, in the absence of environmental approvals and financing to build the mine, it is unlikely management will exercise the Buy-Down Option, and as such, management has ascribed a $nil value to it.

The sale of the Sprott Royalty has been divided into two parts for accounting purposes:

- sale of a portion of the Complex as control over a portion of future gold production is transferred to SRSR for the Sprott Royalty; and

- financial liability, in accordance with IFRS 9 – Financial Instruments, for the Minimum Payments.

June 2023 Flow-Through Financing

On June 1, 2023, the Company closed a financing by way of a non-brokered private placement for aggregate proceeds of $1,408,100 through the issuance of 3,115,265 Common Shares (the "Flow-Through Shares") that qualify as flow-through shares for the purposes of the *Income Tax Act* (Canada) (the "ITA") at a price of $0.452 per Flow-Through Share. The gross proceeds will be used by the Company to fund exploration programs related to the Company's projects that qualify as "Canadian Exploration Expenses" and "flow-through mining expenditures", as those terms are defined in the ITA (the "Qualifying Expenditures"). All Qualifying Expenditures were renounced in favour of the subscribers of the Flow-Through Shares effective no later than December 31, 2023.

Convertible Debt Extension

On June 15, 2023, the Company signed a sixth amendment (the "Amendment") of the existing Extract convertible term loan which amended, among other things, the maturity date and the interest rate of the long-term loan. The maturity date of the loan was extended by three years to June 30, 2026, with the interest rate being amended to a fixed annual rate of 9.75% from a floating rate of LIBOR + 6.5%.

Pursuant to the terms of the Amendment, the loan will continue to be convertible at the election of Extract into Common Shares at a conversion price of $0.96 per Common Share. As partial compensation for such amendment, the Company issued to Extract 8,220,655 warrants. Each warrant is exercisable for one Common Share, at an exercise price equal to $0.441, with an expiration date of June 15, 2026. The fair value of the warrants was determined to be $464,995.

The Amendment also provides flexibility for the Company to pursue project financing, with the ability to subordinate the loan with project financing or prepay the loan in cash if a suitable intercreditor agreement between Extract and the project financing provider cannot be reached. Such prepayment option is subject to the Company paying a premium equal to the greater of (a) interest on the outstanding principal amount of the loan for the remainder of the loan term, payable in cash, and (b) the fair value of an embedded derivative conversion feature set out in the Amendment as of the prepayment date, payable in cash and/or Common Shares to be priced based on the higher of: (i) the 20-day volume-weighted average price for the date immediately prior to the prepayment date; and (ii) the lowest discounted price permitted by the polices of the TSX.

All other terms of the loan remained as per the terms set out in the original agreement, as amended.

December 2023 Private Placement

On December 19, 2023, the Company closed a non-brokered private placement raising gross proceeds of $4,144,500 million through the issuance of 29,603,572 units. Each unit consisted of one Common Share and one-quarter share purchase warrant. Each whole warrant is exercisable within 60 months of closing date, at an exercise price of $0.21 per whole warrant. As at December 31, 2023, the warrants were assigned a fair value of $453,214, using the Black-Scholes options model with the following assumptions: share price – $0.16; dividend yield – 0%; expected volatility – 61.7% (based on historical volatility); a risk-free interest rate of 3.93%; and an expected life of 5.0 years.

FINANCIAL INSTRUMENTS AND RELATED RISKS

Most cash and cash equivalents are held in interest-bearing bank accounts, or guaranteed rate investments bearing interest rates of up to 5.25%. Accounts receivable and accounts payable are non-interest bearing.

The principal financial instruments affecting the Company's financial condition and results of operations is currently its cash, which it receives from interest and royalty payments, its investment portfolio and any financing transactions entered into by the Company. These sources of revenue are subject to various risks, including production risks with respect to the royalty payments and market risks with respect to the investment portfolio. The investment portfolio is managed by the Company.

All financial instruments are required to be measured at fair value, plus or minus transaction costs, on initial recognition. The fair value is based on quoted market prices unless the financial instruments are not traded in an active market. In this case, the fair value is determined by using valuation techniques like the Black-Scholes option pricing model or other valuation techniques. Measurement in subsequent periods depends on the classification of the financial instrument. A description of financial instruments and their fair value is included in the Financial Statements.

Management of Capital

The Company manages its capital structure and makes appropriate adjustments, based on the funds available to the Company, to support the acquisition, exploration, and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers capital from two perspectives: its working capital position and its capital stock, warrant, and stock option components of its shareholders' equity.

To effectively manage the Company's capital requirements, management has put in place a rigorous planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company ensures that there are sufficient committed loan facilities and planned future capital raises to meet its short-term business requirements, considering its anticipated cash flow from operations and its holding of cash and cash equivalents and marketable securities.

As at December 31, 2023, the Company expects its capital resources and projected future cash flows from financing to support its normal operating requirements on an ongoing basis, and planned development and exploration of its mineral properties and other expansionary plans.

The properties in which the Company currently has an interest are in the exploration stage and as such the Company is dependent on external financing to fund its activities. To carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended December 31, 2023.

Risk Disclosures

Exposure to credit, interest rate and currency risks arises in the normal course of the Company's business.

Credit Risk

The Company had a cash and cash equivalents balance of $9,430,567 (December 31, 2022 – $16,020,110) at December 31, 2023. The Company's current policy is to invest excess cash in investment grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. There is no significant credit risk with respect of receivables.

Interest Rate Risk

The Company has exposure to interest rate risk since the Company's cashable guaranteed investment certificate cash balances are linked to the Canadian prime lending rate.

Market Price Risk

The Company has convertible debt and minimum payment obligations denominated in U.S. dollars. The convertible feature of the convertible debt has been classified as a derivative liability. Among other variables, the fair value of the derivative liability is affected by changes in the market price of the Company shares.

Foreign Currency Risk

The Company is exposed to foreign currency risk on financial assets and liabilities that are denominated in a currency other than the Canadian dollar. The currency giving rise to this risk is primarily the U.S. dollar. The balance of net monetary liabilities in such currency as of December 31, 2023 is $13,570,281 (December 31, 2022 – $16,804,266).

Liquidity Risk

The Company is exposed to liquidity risk primarily because of its trade accounts payable and its debt. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2023, the Company had a cash and cash equivalents balance of $9,430,567 (December 31, 2022 – $16,020,100) to settle current liabilities of $3,089,372 (December 31, 2022 – $9,830,419), excluding the flow-through share premium liability and derivative liability. All the Company's trade accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms. The Company relies on external financing to generate sufficient operating capital and management believes it will be able to raise any required funds in the short-term.

Sensitivity Analysis

As at December 31, 2023 and December 31, 2022, the carrying and fair value amounts of the Company's financial instruments were approximately equivalent.

Based on management's knowledge and experience of the financial markets, the Company believes the following movement is "reasonably possible" over a 12-month period:

- The Company is exposed to interest rate risk on fluctuations on cashable guaranteed investment certificate cash balances. A variance of 1% in the Canadian prime lending rate will affect the Company's annual net comprehensive loss by approximately $5,171 (2022 – $69,391).

- The Company is exposed to foreign currency risk on fluctuations of balances that are denominated in U.S. dollars related to cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities. Sensitivity to a plus or minus 10% change in the foreign exchange rate would affect the net comprehensive loss by $1,357,028 (2022 – $1,680,427).

- The Company is exposed to market risk as it relates to its investments held in marketable securities. If market prices had varied plus or minus by 10% from their December 31, 2023 fair market value positions, the comprehensive loss would have varied by $66,591 (2022 – $66,443).

Fair Value Hierarchy

The Company has designated its investments as FVTOCI (fair value through other comprehensive income), which are measured at fair value. The non-cash derivative liability is classified as FVTPL (fair value through profit or loss) and is measured at fair value with unrealized gains or losses reported in the consolidated statement of operations.

Accounts payable and accrued liabilities, convertible debt and SRSR payment obligations are considered as other financial liabilities, measured at amortized cost which also approximates fair value. The fair value of the debt approximates their carrying amount due to the effective interest rate being close to the market rate.

The following summarizes the methods and assumptions used in estimating the fair value of the Company's financial instruments where fair value measurement is required. Fair value amounts represent point in time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgement. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the balance sheet, have been prioritized into three levels as per the fair value hierarchy. Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities. Level two includes inputs that are observable other than quoted prices included in level one. Level three includes inputs that are not based on observable market data. The carrying value of cash and cash equivalents and investments approximate their fair value.

LIQUIDITY AND CAPITAL RESOURCES

The Financial Statements were prepared on a going concern basis. The going concern basis assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company has no operating cash flow from a producing mine and therefore must utilize its current cash reserves, income from short-term investments, funds obtained from the exercise of convertible securities and other financing transactions to maintain its capacity to meet working capital requirements and planned expenditures, or to fund any further development activities. It is not possible to predict whether future financing efforts will be available on reasonable terms, or at all (see "*Risks and Uncertainties*" in this MD&A).

These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern and to realize its assets and discharge its liabilities in the normal course of business and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. The Company's cash and cash equivalents at December 31, 2023 was $9,430,567, compared to $16,020,110 at December 31, 2022.

The Company must utilize its current cash reserves, funds obtained from the exercise of warrants and stock options, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, ongoing discretionary and committed exploration programs and to fund any further development activities. The Company relies on external financing to generate sufficient operating capital. Notwithstanding success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and, as such, alternative funding programs are also being pursued by the Company. The Company's management believes it will be able to raise any required funds in the short term. Management will monitor the current market situation and make prudent business decisions as they are required. See "*Risks and Uncertainties*" in this MD&A.

The Company does not have any other unused and undisclosed sources of financing.

As of December 31, 2023, the Company had net working capital of $8,594,096 (December 31, 2022 – $7,718,387) (excluding flow-through share premium liability and derivative liability). The change in working capital during the year ended December 31, 2023 was $875,709.

As of December 31, 2023:

- Accounts receivable and prepaid expenses of $1,586,990 was mainly comprised of advances and prepaid expenses, in addition to sales tax receivables from the Government of Canada.

- Investments in marketable securities consisted of 14,778 shares of Alaska Energy Metals Corp. and 16,500,000 shares of PTX Metals Inc. (formerly Platinex Inc.), all of which collectively have a fair value of $665,911.

- The Company's current portion of debt of $3,191,950 was mainly comprised of accounts payable, lease liability and SRSR payment obligation.

- Accounts payable and accrued liabilities are short-term and non-interest bearing.

The Company was committed to spend $1,408,100 by December 31, 2024 on Canadian exploration expenses ("CEE") as part of the June 2023 flow-through financing. At December 31, 2023, the Company had spent $1,153,242, leaving a remaining commitment of $254,858. All flow-through spending commitments from all previous flow-through financings have been fulfilled.

The Company received $nil from the exercise of stock options and warrants as of December 31, 2023.

As of December 31, 2023, the Company paid $4,041,871 towards administration and professional fees and salary costs and $6,928,131 to exploration and evaluation costs.

The Company's liquidity risk with financial instruments is minimal as excess cash is invested in interest-bearing accounts with three major Canadian banks. In addition, amounts receivable are comprised mainly of sales tax receivable and advances to suppliers, which are expected to be received and paid within one year, and interest receivable on cash and cash equivalents.

The Company's success depends on the successful development of the Complex and the corresponding permitting and feasibility study. Based upon its current operating and financial plans, management of the Company believes that it will have sufficient access to financial resources (debt and equity) to fund the Company's planned operations and development of the projects.

SHARE CAPITAL

The following table sets forth information concerning the outstanding securities of the Company as at December 31, 2023.

Fully Diluted Shares

As at	**December 31 2023**	**December 31 2022**
Common Shares issued	178,232,471	138,168,087
Warrants outstanding[(1)]	15,621,547	18,433,000
Stock options outstanding[(1)]	3,781,583	6,688,109
RSUs outstanding[(1)]	5,217,847	1,296,293
Total	**202,853,448**	**164,585,489**

[(1)] Each stock option, RSU and warrant is exercisable for one Common Share

As of December 31, 2023, the exercise in full of outstanding warrants and stock options would raise a total of approximately $7.5 million; there were nil in-the-money stock options or warrants. Management does not know when or how much will be collected from the exercise of such securities, as this is dependent on the determination of the holder and the market price of the Common Shares.

As of March 21, 2024, there were 182,431,474 Common Shares outstanding.

Warrants

During the year ended December 31, 2023, 18,433,000 previously-issued Warrants, with an average exercise price of $1.48, expired.

On June 15, 2023, 8,220,655 warrants were issued to Extract as partial compensation for the Amendment to the long-term loan agreement. Each Common Share in capital purchased, the holder received one-quarter of a common share purchase warrant. Each whole warrant is exercisable for one Common Share, at an exercise price equal to $0.441, with an expiration date of June 16, 2026. The fair value was determined to be $464,995.

On December 19, 2023, 29,603,572 one-quarter warrants were issued in connection with the private placement. Each whole warrant is exercisable for one Common Share, at an exercise price equal to $0.21, with an expiration date of December 19, 2028. The residual fair value was determined to be $453,214.

As of March 21, 2024, there were 15,621,547 whole warrants outstanding with an average exercise price of $0.40. The exercise in full of the remaining outstanding Warrants would raise a total of approximately

$5.18 million. Management does not know when and how much will be collected from the exercise of such securities as this is dependent on the determination of the warrant holders and the market price of the Common Shares.

Share-Based Compensation

On June 29, 2021, shareholders of the Company approved the Omnibus Equity Incentive Plan (the "Equity Incentive Plan"), replacing the previous stock option plan of the Company (the "Legacy Plan"). The Legacy Plan continues to be authorized for the sole purpose of facilitating the vesting and exercise of existing awards previously granted under the Legacy Plan. Once the existing awards granted under the Legacy Plan are exercised or terminated, the Legacy Plan will terminate and be of no further force or effect.

The maximum number of Common Shares issuable under the Equity Incentive Plan shall not exceed 9.9% of the issued and outstanding Common Shares from time to time. The Equity Incentive Plan is a rolling plan as the number of shares reserved for issuance pursuant to the grant of stock options and RSUs will increase as the Company's issued and outstanding share capital increases. Under the Equity Incentive Plan, directors, officers, employees, and consultants may be granted stock options and/or RSUs to purchase Common Shares. RSUs may be awarded to an employee or consultant as a discretionary payment in consideration of past or futures services to the Company. Upon vesting, RSUs are converted into Common Shares. Limits have also been set in respect of the maximum number of stock options or RSUs that may be issued to insiders at any time as well as within any one-year period.

During the fourth quarter of 2023, the Company granted nil stock options and nil RSUs. As of December 31, 2023, 5,217,847 RSUs were outstanding (December 31, 2022 – $1,296,293).

As of December 31, 2023, 3,781,583 stock options were outstanding at an average exercise price of $0.62 (December 31, 2022 – 6,688,109 stock options at an average exercise price of $0.95), of which 2,925,163 stock options were exercisable (December 31, 2022 – 4,534,172 stock options). The exercise in full of the outstanding stock options would raise a total of approximately $2.3 million. Management does not know when and how much will be collected from the exercise of such securities as this is dependent on the determination of the option holders and the market price of the Common Shares.

As of March 21, 2024, there were 3,481,583 stock options and 4,959,222 RSUs outstanding.

TRENDS AND RISKS THAT HAVE AFFECTED THE COMPANY'S FINANCIAL CONDITION

See the "Risks and Uncertainties" section of this MD&A for information regarding known trends, demands, commitments, events, or uncertainties that are reasonably likely to have an effect on the Company's business and industry and economic factors affecting the Company's performance.

OFF-BALANCE SHEET TRANSACTIONS

As of December 31, 2023, the Company did not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, without limitation, such considerations as liquidity and capital resources. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

CONTINGENCIES AND COMMITMENT

The Company has made the following commitments as of the date of this MD&A:

- Certain underlying royalties and payment obligations of $105,000 per year remain on 13 of the 25 patented land parcels.

- The Company was committed to spend $1,408,100 by December 31, 2024 on CEE as part of the flow-through financing dated June 1, 2023. At December 31, 2023, the Company had spent

$1,153,242. All flow-through spending commitments from previous flow-through financings have been fulfilled.

- An audit was initiated by Canada Revenue Agency (the "CRA") in December 2016 of the flow-through expenditures incurred by the Company pursuant to the flow-through share financings completed on December 6, 2011, September 21, 2012, May 1, 2013 and December 20, 2013. On March 7, 2018, the Company was advised by the CRA that, out of the total of $12.5 million the Company raised through the flow-through share financings and renounced to subscribers, the CRA had reclassified approximately $1.8 million of CEE to operating expenses and a further approximately $2.2 million of CEE to Canadian Development Expenses. In addition, pursuant to the audit, the CRA has notified the Company that it is liable for Part XII.6 tax in the amount of $477,726 in connection with the shortfall from the disallowed CEE. On July 2, 2021, the CRA sent a Notice of Reassessment that reduced the amount of the unpaid Part XII.6 tax to $271,943.

- On September 30, 2021, the Company commenced an appeal to the Tax Court of Canada to dispute the CRA's reclassification of expenses from CEE (Canadian exploration expenses) to CDE (Canadian development expenses) or operating expenses. The Department of Justice filed its Reply pleading on behalf of the Crown on February 9, 2022, and the Company is currently still in the litigation discovery stage. Due to the uncertainty of the outcome, no liability has been recorded in the Financial Statements.

Contractual Obligations ($)	**Payments Due by Period**				
	Total	**Less than 1 year**	**1 - 3 years**	**4 - 5 years**	**After 5 Years**
Long Term Debt (1)	11,242,100	2,645,200	5,290,400	3,306,500	–
Other Short-Term Debt (2)	9,538,570	–	9,538,570	–	–
Capital Lease Obligations	–	–	–	–	–
Operating Leases (3)	267,952	120,843	118,007	18,830	10,272
Purchase Obligations	–	–	–	–	–
Other Long-term Obligations	–	—	–	–	–
Total Contractual Obligations	**21,048,622**	**2,766,043**	**14,946,977**	**3,325,330**	**10,272**

(1) Represents a US$8.5 million minimum payment obligation with a maturity date December 31, 2027.
(2) Represents a US$7.2 million Debt Facility with a maturity date extended up to June 30, 2026.
(3) Represents a sub-lease agreement of the administrative offices in Toronto until October 2025. The balance also represents vehicle leases until January 2026.

RELATED PARTY TRANSACTIONS

On December 19, 2023, certain directors and key management personnel of the Company participated in a $4.145 million non-brokered private placement (the "Insider Participation"), acquiring an aggregate of 1,425,000 Units on the same terms as other investors for gross proceeds to the Company of $199,500 (December 31, 2023 – $Nil). The Insider Participation constituted a "related party transaction" pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company was exempt from the requirement to obtain a formal valuation and minority shareholder approval in connection with the Insider Participation under MI 61-101 in reliance on Sections 5.5(a) and 5.7(1)(a) of MI 61-101 due to the fair market value of the Insiders Participation being below 25% of the Company's market capitalization for purposes of MI 61-101.

Compensation of Key Management Personnel

The following table summarizes remuneration attributable to key management personnel for the three months and year ended December 31, 2023 and 2022:

	Three months ended		Year ended	
($)	December 31 2023	December 31 2022	December 31 2023	December 31 2022
Salaries	157,192	151,134	634,251	610,632
Directors' fees	46,381	64,027	216,013	216,013
Other cash compensation	–	–	405,346	257,213
Stock-based compensation, at fair value(i)	170,087	591,316	1,015,730	1,197,211
Total	**373,660**	**806,476**	**2,271,340**	**2,281,069**

(i) Stock Option compensation is disclosed at fair value.
(ii) Directors' fees outstanding at December 31, 2023 is $32,875.

DIVIDENDS

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Financial Statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of income and expenses for the reporting period. The Company also makes estimates and assumptions concerning the future. The determination of estimates and associated assumptions are based on various assumptions including historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. See the Financial Statements for information on the Company's significant judgements in applying accounting policies as well as significant accounting estimates and assumptions.

ADOPTION OF NEW ACCOUNTING STANDARDS

During the quarter and year ended December 31, 2023, no new accounting standards were adopted. Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee that are mandatory for accounting years beginning on or after January 1, 2024. See the Financial Statements for information on future accounting pronouncements as well as new accounting standards issued and effective.

RISKS AND UNCERTAINTIES

The Company's business, being the acquisition, exploration, and development of mineral properties in Canada, is speculative and involves a high degree of risk. Certain factors, including but not limited to the ones below, could materially affect the Company's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward looking statements made by or relating to the Company. See "*Cautionary Note Regarding Forward-Looking Information*" in this MD&A. The reader should carefully consider these risks as well as the information disclosed in the Company's financial statements, the Company's annual information form dated March 21, 2024, and other publicly-filed disclosure regarding the Company, available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

The Company faces numerous exploration, development and operating risks.

The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors, including the Company's ability to extend the permitted term of exploration granted by the underlying concession contracts. Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources, and in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that any such deposit will be commercially viable or that the funds required for development can be obtained on a timely basis.

Nature of mineral exploration and mining.

The Company's future is dependent on its exploration and development programs. The exploration and development of mineral deposits involve significant financial risks over a prolonged period of time, which may not be eliminated even through a combination of careful evaluation, experience, and knowledge. Few properties that are explored are ultimately developed into economically viable operating mines. Major expenditures on the Company's exploration properties may be required to construct mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary or full feasibility studies on the Company's projects, or the current or proposed exploration programs on any of the properties in which the Company has exploration rights, will result in any profitable commercial mining operations. The Company cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing mineral reserves.

Estimates of mineral resources and any potential determination as to whether a mineral deposit will be commercially viable can also be affected by such factors as: the particular attributes of the deposit, such as its size and grade; unusual or unexpected geological formations and metallurgy; proximity to infrastructure; financing costs; precious metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Company not receiving an adequate return on its invested capital or suffering material adverse effects to its business and financial condition. Exploration and development projects also face significant operational risks including but not limited to an inability to obtain access rights to properties, accidents, equipment breakdowns, labour disputes (including work stoppages and strikes), and other unanticipated interruptions.

If mineral resource and mineral reserve estimates are not accurate, production may be less than estimated, which would adversely affect the Company's financial condition and result of operations.

Mineral reserve and resources are estimates only, and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Mineral reserve and mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, and other relevant issues. There are numerous uncertainties inherent in estimating mineral reserve and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral reserve and mineral resource estimate is a function of the quantity and quality of available data, the nature of the mineralized body, and the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based upon further exploration or development work or actual production experience.

Mineral resources that are not mineral reserves have a greater degree of uncertainty as to their existence and feasibility, have not demonstrated economic viability, and there is a risk that they will never be mined or processed profitably. Further, there is a risk that inferred mineral resources will not be upgraded to proven and probable mineral reserves as a result of continued exploration.

Inferred mineral resources are not mineral reserves and do not have demonstrated economic viability. However, it is reasonably expected that the majority of Inferred mineral resources could be upgraded to Indicated mineral resources with continued exploration.

Fluctuations in gold or silver prices, results of drilling, metallurgical testing, and production, the evaluation of mine plans after the date of any estimate, permitting requirements, or unforeseen technical or operational difficulties, may require revision of mineral reserve and mineral resource estimates. Should reductions in mineral reserve or mineral resources occur, the Company may be required to take a material write-down of its investment in mining properties, reduce the carrying value of one or more of its assets or delay or discontinue production or the development of new projects, resulting in increased net losses and reduced cash flow. Mineral reserve and mineral resources should not be interpreted as assurances of mine life or the profitability of current or future operations. Any material reductions in estimates of mineral reserve or mineral resources could have a material adverse effect on the Company's results of operations and financial condition.

No assurance the Company will be able to meet commitments under the Sprott Royalty.

The Company entered into the Sprott Royalty with minimum payments to Sprott of US$500,000 on a quarterly basis that can be satisfied in Common Shares or cash payment until the earlier of December 31, 2027 or achievement of commercial production. The Company's ability to meet these payment obligations will depend on its future financial performance, which will be affected by financial, business, economic and other factors. The Company will not be able to control many of these factors, such as economic conditions in the markets in which it operates. The Company cannot be certain that its future cash flow from operations will be sufficient to allow it to make the minimum payments on the Sprott Royalty and meet its other obligations. If the Company is unable to generate such cash flow, it may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. The Company's ability to refinance its indebtedness will depend on the capital markets and its financial condition at such time. The Company may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default that could have a material adverse effect on the Company's business, financial condition and results of operations.

No assurance the Company will be able to meet commitments under the Term Loan.

The Company has secured debt (the "Term Loan"), as amended, with Extract, which has a fixed annual interest rate of 9.75% that can be satisfied in Common Shares, cash interest payment or capitalizing it to the facility. The Term Loan has a maturity date of June 30, 2026. The Company's ability to meet these payment obligations will depend on its future financial performance, which will be affected by financial, business, economic and other factors. The Company will not be able to control many of these factors, such as economic conditions in the markets in which it operates. The Company cannot be certain that its future cash flow from operations will be sufficient to allow it to make principal and interest payments on its Term Loan and meet its other obligations.

If utilized, the Company's failure to comply with covenants in the Term Loan could result in an event of default which, if not cured or waived, could result in the acceleration of such debt which could have a material adverse effect on the Company's business, financial condition and results of operations.

Negative operating cash flow and dependence on third-party financing.

The Company has no source of operating cash flow and there can be no assurance that the Company will ever achieve profitability. Accordingly, the Company is dependent on third-party financing to continue exploration and development activities on the Company's properties, maintain capacity and satisfy contractual obligations. Accordingly, the amount and timing of expenditures depends on the Company's cash reserves and access to third-party financing. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties, including the Goliath Gold Complex, or require the Company to sell one or more of its properties (or an interest therein).

Uncertainty on the outcome of Indigenous Nations rights and consultation Issues.

The Company's relationships with the communities in which it operates are critical to ensuring the future success of its existing operations and the construction and development of its projects.

Section 35 of Canada's *Constitution Act, 1982* explicitly recognizes and affirms the existing Aboriginal and treaty rights of the Indigenous peoples of Canada. Aboriginal treaty rights may be asserted over all forms of property tenure with respect to which mining rights have been conferred. The Crown has a legal obligation to consult with Indigenous communities when the Crown contemplates conduct that may adversely affect asserted or established Aboriginal rights, including the granting of permits and authorizations necessary for the Company's operations. The requirement of consultation is to listen to and understand the views and concerns of affected Indigenous groups, and where necessary and possible, modify actions or decisions to avoid unlawful infringement of those rights. These processes may affect the ability of the Company to pursue exploration, development and mining at its properties. The resolution of an assertion that a Crown action impacts Aboriginal or treaty rights is a matter of considerable legal complexity and the result of the assertion of such rights cannot be predicted with any degree of certainty at this time. No assurance can be given that the Company's operations will not be delayed or hindered by an assertion of Aboriginal or treaty rights. In addition, no assurance can be given that any recognition of Aboriginal or treaty rights whether by way of a negotiated settlement or by judicial pronouncement, would not delay or even prevent the Company's exploration, development or mining activities. Managing these issues is an integral part of exploration, development and mining in Canada, and the Company is committed to managing these issues effectively.

The exploration and development of the Company's properties, including continuing exploration and development projects, and the construction of mining facilities and commencement of mining operations, will require substantial additional financing.

The Company's ability to continue its business operations is dependent on management's ability to secure additional financing. The Company's only source of liquidity is its cash and cash equivalent balances. Liquidity requirements are managed based upon forecasted cash flows to ensure that there is sufficient working capital to meet the Company's obligations.

The advancement, exploration and development of the Company's properties, including continuing exploration and development projects, and, if warranted, construction of mining facilities and the commencement of mining operations, will require substantial additional financing. As a result, the Company may be required to seek additional sources of equity financing in the near future. While the Company has been successful in raising such financing in the past, its ability to raise additional equity financing may be affected by numerous factors beyond its control including, but not limited to, adverse market conditions, commodity price changes, and economic downturns. There can be no assurance that the Company will be successful in obtaining any additional financing required to continue its business operations and/or to maintain its property interests, or that such financing will be sufficient to meet the Company's objectives or obtained on terms favourable to the Company. Failure to obtain sufficient financing as and when required may result in the delay or indefinite postponement of exploration and/or development on any or all of the Company's properties, or even a loss of property interest, which would have a material adverse effect on the Company's business, financial condition, and results of operations.

Information Systems (IT) security breaches could disrupt operations.

The Company's operations depend upon information technology systems which may be subject to disruption, damage or failure from different sources, including, without limitation, installation of malicious software, computer viruses, security breaches, cyber-attacks and system defects. The impact of IT systems' interference or disruption could include production downtime, operational delays, destruction or corruption of data, disclosure of personal or commercially sensitive information and data breaches. Although security measures and recovery plans are in place for all of the Company's sites and critical IT systems, any such interference or disruption could have a material impact on the Company's business, operations or financial condition and performance.

Although to date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attachment, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

The outstanding Common Shares could be subject to dilution.

The exercise of stock options, warrants and RSUs already issued by the Company and the issuance of additional equity securities in the future could result in dilution in the equity interests of holders of Common Shares.

The risks and hazards associated with mining and processing may increase costs, reduce profitability in the future or be uninsurable.

Mining operations generally involve a high degree of risk. Exploration, development and production operations on mineral properties involve numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, risks relating to the shipment of precious metal concentrates or ore bars, and political and social instability, any of which could result in damage to, or destruction of, the mine and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although the Company believes that appropriate precautions to mitigate these risks are being taken, operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Company's future profitability and result in increasing costs and a decline in the value of the Common Shares. The Company does not maintain insurance against title, political or environmental risks.

While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Company's business and financial condition.

There is no guarantee that title to any of the Company's mineral properties will not be challenged or disputed or that the term of the Company's mineral rights can be extended or renewed.

Title to, and the area of, mineral concessions may be disputed. Although the Company believes it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impaired. While the Company intends to take all reasonable steps to maintain title to its mineral properties, there can be no assurance that the Company will be successful in extending or renewing mineral rights on or prior to expiration of their term.

Diseases, epidemics and pandemics may adversely impact the Company's operations, financial condition and share price.

The Company's operations and financial performance are dependent on it being able to operate at its projects. The ongoing or future impacts of infectious disease, pandemic or a similar public threat (such as the COVID-19 pandemic crisis) and a continued or worsened slowdown and uncertainty in the financial markets or other economic conditions, including but not limited to consumer spending, disruption in supply chains, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, government-imposed restrictions, lack of available credit, the state of the financial markets, interest rates and tax rates, and other factors currently unknown and not anticipated may adversely affect the Company and its business. Future crises may be precipitated by any number of causes, including additional epidemic or pandemic, natural disasters, geopolitical instability, changes to energy prices and/or sovereign defaults. If increased levels of volatility continue, or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on commodity prices, demand for metals, including demand for gold, the availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's operations and business and the market price of the Company's securities. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

The mining industry is intensely competitive in all of its phases and the Company competes with many companies possessing greater financial and technical resources than it does.

Competition in the precious metals mining industry is primarily for mineral rich properties that can be developed and produced economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals but conduct refining and marketing operations on a global basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. Existing or future competition in the mining industry could materially adversely affect the Company's prospects for mineral exploration and success in the future.

International conflict.

International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes, and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in global commodity and financial markets and supply chains. Russia's invasion of Ukraine has led to sanctions being levied against Russia by the international community and may result in additional sanctions or other international action, any of which may have a destabilizing effect on commodity prices, supply chains, and global economies more broadly. Volatility in commodity prices and supply chain disruptions may adversely affect the Company's business, financial condition, and results of operations. The extent and duration of the current Russia-Ukraine conflict and related international action cannot be accurately predicted at this time and the effects of such conflict may magnify the impact of the other risks identified in this AIF or the financial statements of the Company, including those relating to commodity price volatility and global financial conditions. The situation is rapidly changing and unforeseeable impacts, including on shareholders of the Company, and third parties with which the Company relies on or transacts, may materialize and may have an adverse effect on the Company's business, results of operation, and financial condition.

Global financial conditions could impact the Company's ability to obtain additional financing to complete the development of the project.

Current global financial conditions have been subject to increased volatility, and access to public financing, particularly for junior resource companies, has been negatively impacted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, such financing may not be on terms favourable to the Company. If increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the value and price of the Common Shares could be adversely affected.

The Company is subject to extensive environmental legislation and the costs of complying with these regulations may be significant. Changes in environmental legislation could increase the costs of complying with applicable regulations and reduce levels of production.

All phases of the Company's operations are subject to environmental regulation. There is no assurance that existing or future environmental regulation will not materially adversely affect the Company's business, financial condition and results of operations.

Environmental legislation relating to land, air and water affects nearly all aspects of the Company's operations. This legislation requires the Company to obtain various operating licences and also imposes standards and controls on activities relating to exploration, development and production. The cost of obtaining operating licences and abiding by standards and controls on its activities may be significant. Further, if the Company fails to obtain or maintain such operating licences or breaches such standards or controls imposed on its activities, it may not be able to continue its operations in its usual manner, or at all, or the Company may be subject to fines or other claims for remediation which may have a material adverse impact on its operations or financial results. While the Company is unaware of any existing material environmental liabilities, it cannot guarantee that no such liabilities currently exist or will occur in the future.

Changes in environmental laws, new information on existing environmental conditions or other events may increase future compliance expenditures or otherwise have a negative effect on the Company's financial condition and results of operations. In addition to existing requirements, it is expected that other environmental regulations will likely be implemented in the future with the objective of further protecting human health and the environment. Some of the issues currently under review by environmental agencies include reducing or stabilizing air emissions, mine reclamation and restoration, and water quality. Other changes in environmental legislation could have a negative effect on production levels, product demand, product quality and methods of production and distribution. The complexity and breadth of these issues make it difficult for the Company to predict their impact. Should new or more stringent environmental regulations be introduced, the Company anticipates capital expenditure and operating expenses could increase to maintain regulatory compliance. Failure to comply with environmental legislation may result in the issuance of orders, imposition of penalties, liability for related damages and the loss of permits. While the Company believes it is in material compliance with existing environmental legislation, it cannot give assurances that it will, at all future times be in compliance with all federal and state environmental regulations or that steps to bring the Company into compliance would not have a negative effect on its financial condition and results of operations.

Government approvals and permits are currently, or may in the future be, required in connection with the Company's operations. To the extent such approvals are required and are not granted, the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

The Company's business is dependent on its reputation and social licence to operate.

The Company's reputation and licence to operate is influenced by ongoing responsible, lawful and ethical business conduct. Failure to do so can result in serious consequences, ranging from public allegations of misbehaviour and reputational damage to fines, regulatory intervention or investigation, temporary or permanent loss of licences, litigation and/or loss of business. The Company's Management, standards, policies, controls and training are designed to promote and reinforce a culture across the organization whereby employees are required to act lawfully and encouraged to act respectfully and ethically in a socially responsible manner. The Company has in place a *Code of Conduct and Ethics*, which is provided to all employees, officers, embedded contractors and consultants and training and communications in relation to key policies including, but not limited to, anti-bribery, fraud and sanctions, continuous disclosure and insider trading prohibitions are provided to personnel in high-risk roles to promote an understanding of the Company's legal obligations and acceptable business conduct.

The Company has implemented framework and compliance programs to ensure that adequate controls and procedures are in place to mitigate against potential risks in key risk areas, including anti-bribery and corruption, fraud, conflicts of interest, privacy, and a whistleblower process. However, there is a risk that the Company's employees or contractors will fail to adhere to such policies, standards, and procedures that provide guidance on ethical and responsible business conduct and drive legal compliance, which could have a material adverse impact on financial performance, financial condition and prospects, as well as the Company's reputation. Reputational loss may lead to increased challenges in developing and maintaining community and landowner relations, decreased investor confidence and negative impacts on the Company's ability to operate and advance its projects, which also may adversely impact the Company's financial performance, financial condition and prospects.

Company culture is a critical factor in achieving the Company's strategic goals. As such, the Company has established aspirations, standards and expectations for its workforce and aims to enhance and shape the Company's culture by focusing on training and awareness of leadership behaviours, organizational systems and workforce engagement. This commitment to enhancing culture is a commitment made by the executive management team, is the responsibility of all senior leaders, and is the expectation of the workforce. Policies and processes reinforce the values and behaviours expected in the workplace.

No guarantee of effect of outside influences on Infrastructure.

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supplies, as well as the location of population centres and pools of labour, are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could impact the Company's ability to explore its properties, thereby adversely affecting its business and financial condition.

Disputes with option and joint venture agreements could have a negative impact on the Company.

The Company has and may continue to enter into option agreements and/or joint ventures as a means of gaining property interests and raising funds. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations, could have a negative impact on the Company.

Under the terms of such option agreements the Company may be required to comply with applicable laws, which may require the payment of maintenance fees and corresponding royalties in the event of exploitation/production. The costs of complying with option agreements are difficult to predict with any degree of certainty; however, were the Company forced to suspend operations on any of its concessions or pay any material fees, royalties or taxes, it could result in a material adverse effect to the Company's business, financial results and condition.

The Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying concessions.

There is no guarantee the Company will fulfill its spending commitments from its flow-through financings.

There is no guarantee that the Company's spending on the exploration and development will be considered as eligible flow-through expenditures by the Canada Revenue Agency. Although the Company believes it has and will take reasonable measures to ensure that expenditures claimed as flow-through eligible are correct, these expenditures are often audited and challenged by the tax authorities.

The Company may experience higher costs and lower revenues than estimated due to unexpected problems and delays.

New mining operations often experience unexpected problems during the development and start-up phases and such problems can result in substantial delays in reaching commercial production. Delays in construction or reaching commercial production in connection with the Company's development of its mines would increase its operating costs and delay revenue growth.

The Company's vulnerability to changes in metal prices may cause its share price to be volatile and may affect the Company's operations and financial results.

If the Company commences production, the profitability of the Company's operations will be dependent upon the market price of mineral commodities. Metal prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates, can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and results of operations. Furthermore, reserve calculations and life-of-mine plans using significantly lower metal prices could result in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges. In addition to adversely affecting the Company's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Directors and officers could be in a position of conflicts of interest.

Certain directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration, development and mining operations. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company, and to disclose any interest they may have in any project or opportunity of the Company. In addition, each of the directors is required by law to declare his or her interest in and refrain from voting on any matter in which he or she may have a conflict of interest, in accordance with applicable laws.

Major shareholders with greater than 10% holding.

SRSR, Extract and First Mining (the "major shareholders") currently hold in excess of 10% of the Company's common shares. As a result, the major shareholders may have the ability to influence the outcome of matters submitted to the Company's shareholders for approval, which could include the election and removal of directors, amendments to the Company's corporate governance documents and business combinations. The Company's interests and those of the major shareholders may at time conflict, and this conflict might be resolved against the Company's interests. The concentration of a significant number of the Company's issued and outstanding common shares in the hands of a small number of shareholders may discourage an unsolicited bid for the common shares and this may adversely impact the value and trading price of the common shares. Major shareholders' participation in, or failure to participate in any issuance of additional securities of the Company may have a material impact on the value and trading price of the common shares.

Companies today are at a much greater risk of losing control over how they are perceived as a result of social media and other web-based applications.

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events and could include any negative publicity, whether true or not. Although the Company places a great emphasis on protecting its image and reputation, it does not ultimately have direct control over how it is perceived by others. Reputation loss, including specifically as a result of social media misinformation campaigns targeting the Company's projects, may lead to increased and continued challenges in developing and maintaining community relations, decreased investor confidence, and act as an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, cash flows, and growth prospects.

Risk of litigation

The Company may become involved in disputes with third parties in the future that may result in litigation. The results of litigation cannot be predicted with certainty and defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. If the Company is unable to resolve any disputes favourably or if the cost of the resolution is substantial, such events may have a material adverse impact on the ability of the Company to carry out its business plan.

Not all health and safety risks are covered by insurance.

Mining, like many other extractive natural resource industries, is subject to potential risks and liabilities due to accidents that could result in serious injury or death. The impact of such accidents could affect the profitability of the operations, cause an interruption to operations, lead to a loss of licences, affect the reputation of the Company and its ability to obtain further licences, damage community relations and reduce the perceived appeal of the Company as an employer. The Company has procedures in place to manage health and safety protocols in order to reduce the risk of occurrence and the severity of any accident and is continually investing time and resources to enhance health and safety at all operations.

The Company has limited insurance policies in place to cover some accidents and regularly monitors the adequacy of such policies; however, not all risks are covered by insurance policies due to either coverage not being available or not being available at commercially reasonable prices.

Exposure to a range of climate change risks.

The Company has exposure to a range of climate change risks and opportunities related to the transition to a lower-carbon economy, including political, policy and legal developments, technology, reputation, increased capital costs, costs of inputs and raw materials, availability of equipment supply, access to external funding and insurances, as well as physical risks (such as the risk of water scarcity and extreme weather events). In addition, gold mining operations are energy intensive endeavors by their nature. There are no assurances that the Company will be able to address all climate change risks, which may impact the Company's competitive position, its operating and financial results, and its financial condition.

Compliance with current and future government regulations may cause the Company to incur significant costs and slow its growth.

The Company's activities are subject to extensive laws and regulations governing matters relating to occupational health, labour standards, prospecting, exploration, production, exports and taxes. Compliance with these and other laws and regulations could require the Company to make significant capital outlays which may slow its growth by diverting its financial resources. The enactment of new adverse regulations or regulatory requirements or more stringent enforcement of current regulations or regulatory requirements may increase costs, which could have an adverse effect on the Company. The Company cannot give assurances that it will be able to adapt to these regulatory developments on a timely or cost-effective basis. Violations of these regulations and regulatory requirements could lead to substantial fines, penalties or other sanctions.

The Company is required to obtain and renew governmental permits and licences in order to conduct mining operations, which is often a costly and time-consuming process.

In the ordinary course of business, the Company will be required to obtain and renew governmental permits and licences for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary government permits is a complex and time-consuming process. The duration and success of the Company's efforts to obtain and renew permits and licences are contingent upon many variables not within its control including the interpretation of applicable requirements implemented by the permitting or licensing authority. The Company may not be able to obtain or renew permits and licences that are necessary to its operations or the cost to obtain or renew permits and licences may exceed what the Company expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the development or impede the operation of the Company's projects, which could adversely affect the Company's revenues and future growth.

Compliance with Anti-Corruption Laws and ESTMA.

The Company is subject to various anti-corruption laws and regulations including, but not limited to, the Canadian *Corruption of Foreign Public Officials Act* and the *Criminal Code*. In general, these laws prohibit a company and its employees and intermediaries from bribing or making other prohibited payments to foreign officials or other persons to obtain or retain business or gain some other business advantage. The Company cannot predict the nature, scope or effect of future regulatory requirements to which its operations might be subject or the manner in which existing laws might be administered or interpreted. Failure to comply with the applicable legislation and other similar foreign laws could expose the Company and its senior management to civil and/or criminal penalties, other sanctions and remedial measures, legal expenses and reputational damage, all of which could materially or adversely affect the Company's business, financial condition and results of operations. Likewise, any investigation of any potential violations of the applicable anti-corruption legislation by Canadian or foreign authorities could also have an adverse impact on the Company's business, financial condition and results of operations, as well as on the market price of the Common Shares. As a consequence of these legal and regulatory requirements, the Company instituted policies with regard to its anti-corruption policies. There can be no assurance or guarantee that such efforts have been and will be completely effective in ensuring the Company's compliance, and the compliance of its employees, consultants, contractors and other agents, with all applicable anti-corruption laws.

In addition, the *Canadian Extractive Sector Transparency Measures Act* ("ESTMA"), which became effective June 1, 2015, requires public disclosure of payments to governments by mining and oil and gas companies engaged in the commercial development of oil, gas and minerals who are either publicly listed in Canada or with business or assets in Canada. Commencing in 2017, mandatory annual reporting is required for extractive companies with respect to payments made to foreign and domestic governments at all levels, including entities established by two or more governments. ESTMA requires reporting on the payments of any taxes, royalties, fees, production entitlements, bonuses, dividends, infrastructure improvement payments, and any other prescribed payment over C$100,000. Failure to report, false reporting or structuring payments to avoid reporting may result in fines of up to C$250,000 (which may be concurrent). If the Company becomes subject to an enforcement action or is in violation of ESTMA, this may result in significant penalties, fines and/or sanctions, which may have a material adverse effect on the Company's reputation.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Financial Statements are the responsibility of the Company's management and have been approved by the Board of Directors. The Financial Statements were prepared in accordance with IFRS and include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, to ensure that the Financial Statements are presented fairly in all material respects.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure Controls and Procedures

Management has designed and evaluated the effectiveness of our disclosure controls and procedures and the internal controls on financial reporting and have concluded that, based on our evaluation, they are sufficiently effective as of December 31, 2023, to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

Internal Controls over Financial Reporting

The Company's internal controls over financial reporting is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable IFRS. Internal Control over Financial Reporting should include those policies and procedures that establish the following:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of our assets;
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable IFRS;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board; and
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the Chief Executive Officer and the Chief Financial Officer of the Company, has evaluated the effectiveness of the design and operation of the Company's internal controls over financial reporting as of December 31, 2023. The Company has designed appropriate internal controls over financial reporting for the nature and size of the Company's business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS except as noted herein.

As of December 31, 2023, the Chief Executive Officer and Chief Financial Officer have each concluded that the Company's internal controls over financial reporting, as defined in National Instrument 52-109 – *Certification of Disclosure in Issuer's Annual and Interim Filings*, are effective to achieve the purpose for which they have been designed. There have been no changes in internal control over financial reporting during the quarter ended December 31, 2023 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting. The control framework used to evaluate the effectiveness of the design and operation of the Company's internal controls over financial reporting is the 2013 Internal Control-Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission.

NON-IFRS MEASURES

The Company has included various references in this document that constitute "specified financial measures" within the meaning of National Instrument 52-112 Non-GAAP and Other Financial Measures Disclosure of the Canadian Securities Administrators, such as, for example, Working Capital, Free Cash Flow, EBITDA, Total Cash Cost and All-In Sustaining Cost. None of these specified measures is a standardized financial measure under IFRS and these measures might not be comparable to similar financial measures disclosed by other issuers. Each of these measures is intended to provide additional information to the reader and should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. Certain non-IFRS financial measures used in this MD&A and common to the gold mining industry are defined below.

Working Capital

The Company has referred to working capital throughout this MD&A to supplement the Financial Statements, which are presented in accordance with IFRS. Working capital is a non-IFRS performance measure. The Company believes that this measure provides investors with an improved ability to evaluate the performance of the Company.

The following table provides a reconciliation of working capital to the Financial Statements as at December 31, 2023 and December 31, 2022*:*

As at ($)	**December 31 2023**	**December 31 2022**
Current assets	11,683,468	17,548,806
Less current liabilities(1)	3,089,372	9,830,419
Working capital	**8,594,096**	**7,718,387**

(1) Excluding flow-through share premium liability and derivative liability

Cash Costs and Cash Costs Per Ounce

Cash Costs are reflective of the cost of production. Cash Cost reported in the Prefeasibility Study include mining costs, processing & water treatment costs, general and administrative costs of the mine, off-site costs, refining costs, transportation costs and royalties. Cash Costs per Ounce is calculated as Cash Costs divided by payable gold ounces.

All-in Sustaining Costs and All-in Sustaining Cost Per Ounce

AISC is reflective of all of the expenditures that are required to produce an ounce of gold from operations. AISC reported in the Prefeasibility Study includes cash costs, sustaining capital, expansion capital and closure costs, but excludes corporate general and administrative costs and salvage. AISC per Ounce is calculated as AISC divided by payable gold ounces.

Free Cash Flow

FCF deducts capital expenditures from net cash provided by operating activities. Management believes this to be a useful indicator of our ability to operate without reliance on additional borrowing or usage of existing cash. Free cash flow is intended to provide additional information only and does not have any standardized definition under IFRS and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The measure is not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Other companies may calculate this measure differently.

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA excludes from net earnings, income tax expense, financing costs, finance income and depreciation. Management believes that EBITDA is a valuable indicator of our ability to generate income by producing operating cash flow to fund working capital needs, service debt obligations, and fund capital expenditures. Management uses EBITDA for this purpose.

CORPORATE GOVERNANCE

Management and the Board recognizes the value of good corporate governance and the need to adopt best practices. The Company is committed to continuing to improve its corporate governance practices in light of its stage of development and evolving best practices and regulatory guidance. The Board has adopted a board mandate outlining its responsibilities and defining its duties. The Board has four committees: the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Technical, Health, Safety and Environment Committee. Each Committee has a committee charter, which outlines the committee's mandate, procedures for calling a meeting, and provides access to outside resources. The Board has also adopted a Code of Conduct and Ethics, which governs the ethical behavior of all employees, management, and directors. Separate trading blackout and disclosure policies are also in place. For more details on the Company's corporate governance practices, please refer to the Company's website (www.treasurymetals.com) and the Statement of Corporate Governance contained in the Company's most recent Management Information Circular. The Company's directors have expertise in exploration, metallurgy, mining, accounting, legal, banking, financing and the securities industry. The Board meets at least four times per year and each Committee meets as required.

ADDITIONAL INFORMATION

Additional information regarding the Company can be found in the AIF dated March 21, 2024 for the financial year ended December 31, 2023, which is available electronically on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

For additional information on the Complex, please refer to the Technical Report, available on the Company's website at www.treasurymetals.com and under the Company's issuer profile on SEDAR+ at www.sedarplus.ca

QUALIFIED PERSON AND TECHNICAL INFORMATION

Adam Larsen, Director of Exploration, is considered a Qualified Person within the meaning of NI 43-101, and have reviewed and approved the technical disclosure in this MD&A, unless otherwise indicated.

Scientific and technical information in this MD&A relating to the Prefeasibility Study is supported by the Technical Report, which was prepared for the Company by Ausenco Engineering Canada Inc., with collaboration from SRK Consulting (Canada) Inc., SLR Consulting (Canada) Ltd., Minnow Environmental Inc., WSP Canada Inc. and Stantec Inc. A copy of the Technical Report, including information on methodology (key assumptions and parameters) is available electronically on SEDAR+ at www.sedarplus.ca under the Company's issue profile.

CAUTIONARY STATEMENTS

Cautionary Statement Regarding Forward-Looking Information

This MD&A includes certain "forward-looking information" and "forward-looking statements" (collectively, forward-looking information") within the meaning of Canadian and United States securities legislation that is based on expectations, estimates, projections and interpretations as at the date of this MD&A. Such forward-looking information may include, but not be limited to, statements relating to the future financial or operating performance of the Company, the Company's mineral projects, the future price of metals, the estimation of mineral resources and mineral reserves, the realization of mineral resource and mineral reserve estimates, the timing and amount of estimated future production (if any), capital, operating and exploration expenditures, the impact of costs and timing of the development of new deposits, costs and timing of future exploration, results of future exploration, the outcome of Indigenous Nations rights and consultation issues, use of proceeds from financings, potential refinancing or extension of the maturity date of the convertible debt, the ability of the Company to obtain any outstanding permits or approvals required for its operations on the timing described herein (if at all), the timing and ability of the Company to advance the Complex towards a construction decision (if at all), requirements for additional capital, government regulation of mining operations and mineral exploration activities, environmental risks, title disputes or claims, limitations of insurance coverage, development of the Complex, the results of the Prefeasibility Study, timing, and completion, of a feasibility study on the Complex (if at all), and advancement of exploration activities. As well, all of the results of the Prefeasibility Study constitute forward-looking information and include future estimates of gross revenue, future production, estimates of cash cost, proposed mining plans and methods, mine life estimates, cash flow forecasts, metal recoveries and estimates of capital and operating costs. Often, but not always, forward-looking information can be identified by the use of words and phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events, or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information reflects the Company's beliefs and assumptions based on information available at the time such statements were made. Actual results or events may differ from those predicted in forward-looking information. All of the Company's forward-looking information is qualified by (i) the assumptions that are stated or inherent in such forward-looking information, including the assumptions listed below, and (ii) the risks described in the section entitled "*Risks and Uncertainties*" in this MD&A, the financial statements of the Company, and the sections entitled "*Risk Factors*" and " *Forward-Looking Information*" in the AIF, which are available electronically on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

Although the Company believes that the assumptions underlying the forward-looking information contained in this MD&A are reasonable, this list is not exhaustive of the factors that may affect any forward-looking information. The key assumptions that have been made in connection with forward-looking information include the following: the significance of drill results and ongoing exploration activities; timing to obtain assay results from labs; ability of exploration activities (including drill results) to accurately predict mineralization; the predictability of geological modelling; the accuracy of the Company's records of its property interests; the global economic climate; the impact of diseases, epidemics and pandemics on the Company's business and prospects; metal prices; environmental risks; ability of the Company to meet its financial obligations; community and non-governmental actions; that permits required for the Company's operations will be obtained on a timely basis in order to permit the Company to proceed on schedule with its planned drilling programs; that skilled personnel and contractors will be available as the Company's operations continue to grow; that the price of gold will exceed levels that will render the project of the Company economical; the relevance of the assumptions, estimates and projections in technical reports; the results of the Prefeasibility Study; timing and results of a feasibility study on the Complex; and that the Company will be able to continue raising the necessary capital to finance its operations and realize on its mineral resource estimates.

Forward-looking information involves known and unknown risks, future events, conditions, uncertainties, and other factors which may cause the actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; public health crises; the actual results of current exploration activities; errors in geological modelling; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations of grade or recovery rates; failure of plant and equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; political instability; and delays in obtaining governmental approvals or financing or in the completion of development or construction activities.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events, or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.

Cautionary Statement regarding Mineral Resource Estimates

This MD&A uses the terms measured, indicated and inferred mineral resources as a relative measure of the level of confidence in the resource estimate. Readers are cautioned that mineral resources are not mineral reserves and that the economic viability of resources that are not mineral reserves has not been demonstrated. The mineral resource estimate disclosed in this MD&A may be materially affected by geology, environmental, permitting, legal, title, socio-political, marketing or other relevant issues. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to an indicated or measured mineral resource category, however, it is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration. The mineral resource estimate is classified in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum's "*CIM Definition Standards on Mineral Resources and Mineral Reserves*" incorporated by reference into NI 43-101. Under NI 43-101, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies or economic studies except for preliminary economic assessments. Readers are cautioned not to assume that further work on the stated resources will lead to mineral reserves that can be mined economically.