

TINTINA MINES LIMITED

**INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024**

Prepared by:

TINTINA MINES LIMITED

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INTRODUCTION

The following interim Management's Discussion & Analysis ("Interim MD&A") of Tintina Mines Limited ("Tintina" or the "Corporation" or the "Company") for the three and six months ended June 30, 2024 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Corporation since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2023. This Interim MD&A does not provide a general update to the Annual MD&A, nor reflect any non-material events since date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, audited annual financial statements of the Company for the years ended December 31, 2023 and 2022 together with the notes thereto, and unaudited condensed interim financial statements of the Company for the three and six months ended June 30, 2024, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee ("Interpretations Committee"). The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of August 29, 2024, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors, (the "Board") considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity. This Interim MD&A contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ materially from those discussed in forward-looking statements as a result of various factors, including those described under "Forward- looking Statements".

Further information about the Corporation and its operations can be obtained from the offices of the Corporation or on SEDAR+ at www.sedarplus.ca.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this Interim MD&A and in certain documents incorporated by reference in this Interim MD&A, constitute forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Corporation's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Interim MD&A speak only as of the date of (i) this Interim MD&A or (ii) as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

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Forward-looking statements	Assumptions	Risk factors
The Company will be able to continue its business activities.	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain funding when required.	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; and the Significant Shareholder not being able to provide funding when required or on acceptable terms.
The Company will be able to carry out anticipated business plans.	The operating activities of the Company for the twelve months ending June 30, 2025, will be consistent with the Company's current expectations.	Sufficient funds not being available; ongoing uncertainties related to increases in costs; the Company may be unable to retain key personnel; government regulations will change in a negative manner towards exploration activities for junior mining companies.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Tintina's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Tintina's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Corporation does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

DESCRIPTION OF BUSINESS

Tintina is engaged in the evaluation, acquisition and exploration of mineral properties in Canada and Chile, with the intent of developing and placing the properties into production, if commercially feasible. Tintina was incorporated on December 6, 1961 under the laws of Canada and its registered office is The Canadian Venture Building, 82 Richmond St. East, Toronto, Ontario, M5C 1P1.

Company's principal assets include the Red Mountain molybdenum deposits located in the Whitehorse Mining District in Yukon and the Watson Lake project in the southeastern of the Yukon Territory.

CORPORATE UPDATE

On February 6, 2024, the Company announced that it has entered into an agreement dated as of today's date with Andean Belt Resources SpA ("ABR"), a mining exploration company incorporated under the laws of Chile, to acquire a 65%-75% equity ownership interest in ABR for cash consideration in the amount of \$4,000,000 (USD). As described in greater detail below, ABR is a related party of the Company. The terms of the agreement are set out in a term sheet signed by both of the parties, and it is anticipated that a definitive agreement regarding the transaction will be negotiated and entered into in due course.

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ABR owns approximately 22,819 hectares across five different properties in Chile, with the flagship property being the Domeyko Sulfuros project in Northern Chile. Management believes that this investment will enable the Company to gain a majority interest in the ABR portfolio which will also grant it access to high quality exploration projects located in a geographically favourable setting in Chile. It is anticipated that, as a result of the acquisition, the Company will hold between 65%-75% of the issued and outstanding share capital of ABR, with the exact percentage to be determined based on due diligence and exchange rates. As described below, this will be a related party transaction for the Company.

The funds provided as consideration for the acquisition are intended to be used primarily to finance exploration and technical studies at the Domeyko Sulfuros property in Chile. The immediate plan will be to conduct a comprehensive exploration of the primary sulfide mineralization at the Domeyko Sulfuros property, with the central objective of advancing the project towards a resource definition stage supported by reports generated in accordance with international standards.

In addition, the Company also has reached an agreement with its shareholder and sole creditor, Mr. Juan Enrique Rassmuss, to fully reorganize the Company's debt (currently in the amount of \$12,071,484.57 (CAD)). The proposed debt reorganization would take place through two processes. The first is a partial conversion through the issuance of the lower of (i) 252,382,833 new common shares of the Company and (ii) such number of common shares of the Company that would result in no less than 10% of the common shares of the Company being in the "public float" (as defined in the policies of the TSX Venture Exchange), at a price of \$0.03 per common share for an aggregate of up to \$7,571,484.57. The second component of the debt reorganization is the restructuring and reprofiling of the remaining debt (in the amount of approximately \$4,500,000) that is anticipated to enhance the investment profile of the Company mainly by eliminating the current shareholders' deficiency and suspending the on-demand condition for a period of two years. This will be a related party transaction for the Company and will only be completed subject to the approval of the investment in ABR.

Both of the transactions described above are subject to all necessary regulatory and other approvals, including but not limited to the approval of the TSX Venture Exchange and the approval of the shareholders of the Company.

On April 18, 2024, the Company announced that its annual general and special meeting of security holders will be held on June 26, 2024.

Further on June 17, 2024, the Company provided additional information in connection with the upcoming meeting of the shareholders of the Company on June 26, 2024, at which the shareholders will be asked to consider and approve two related transactions. These include: (i) an investment in Andean Belt Resources SpA ("ABR"), a mining exploration company incorporated under the laws of Chile, to acquire a 65%-75% equity ownership interest in ABR for cash consideration in the amount of \$4,000,000 (USD); and (ii) a proposed reorganization of the Company's existing debt (currently in the amount of \$12,071,484.57 (CAD)) with its shareholder and sole creditor, Mr. Juan Enrique Rassmuss through: (i) the issuance of up to the lower of (a) 126,191,416 common shares in the capital of the Company (on a post-consolidation basis, as described below) and (b) such number of common shares that would result in no less than 10% of the common shares being in the "public float" (as defined in the policies of the TSXV), at an issuance price of \$0.06 per common share (on a post-consolidation basis, as described below) in satisfaction of up to \$7,571,484.57 of outstanding debt; and (ii) the conversion of the remaining debt in the amount of \$4,500,000 into a long-term obligation with no fixed maturity, bearing interest at a rate of 7% per annum and payable on demand, subject to the condition that Mr. Rassmuss may not demand repayment for a period of two years.

On June 26, 2024, the Company held its annual general and special meeting, all matters proposed were approved by the shareholders.

EVENTS SUBSEQUENT TO JUNE 30, 2024

On August 8, 2024 the Company announced that the board of directors passed a resolution to proceed with a consolidation of common shares of the Company on the basis of two (2) pre-consolidated shares for one (1) post consolidated share. The effective date of the share consolidation is August 13, 2024, and a total of 45,904,932 pre-consolidation common shares will become 22,952,841 post consolidation common shares.

On August 13, 2024, the Company completed the share consolidation of its issued and outstanding common shares previously disclosed in the August 8, 2024 press release.

On August 14, 2024 the Company announced the completion of two related transactions, both of which received the approval of the shareholders of the Company at a shareholders' meeting held on June 26, 2024:

- i. an investment in Andean Belt Resources SpA ("ABR"), a mining exploration company incorporated under the laws of Chile, to acquire a 73.75% equity ownership interest in ABR for cash consideration in the amount of \$4,000,000 (USD); and
- ii. a proposed reorganization of the Company's existing debt (currently in the amount of \$12,071,484.57 (CAD)) with its shareholder and sole creditor, Mr. Juan Enrique Rassmuss through: (a) the issuance of 126,191,416 common shares in the capital of the Company (on a post-consolidation basis) at an issuance price of \$0.06 per common share in satisfaction of up to \$7,571,484.57 of outstanding debt; and (b) the conversion of the remaining debt in the amount of \$4,500,000 into a long-term obligation with no fixed maturity, bearing interest at a rate of 7% per annum and payable on demand, subject to the condition that Mr. Rassmuss may not demand repayment for a period of two years. Mr. Rassmuss acquired a total of 126,191,410 Shares, which represents 84.61% of the outstanding Shares. Prior to the completion of the Transaction, Mr. Rassmuss owned 6,923,422 Shares and accordingly, the acquisition represents an increase in Mr. Rassmuss' ownership from 30.16% to 89.25% of the outstanding Shares.

MINERAL PROPERTIES

Whitehorse Mining District Property

The Red Mountain molybdenum deposit, which has undergone an extensive drill program of approximately 21,000 metres, which was undertaken by its former owner, Amoco Petroleum, has total inferred resources of 187.3 million tonnes grading 0.167% MoS₂ (using a 0.10% MoS₂ cutoff), including 21.3 million tonnes grading 0.293% MoS₂ (using a 0.25% cut-off) within a high-grade core of the deposit, as calculated by D.W. Asbury.

Although these resources are not considered to be NI 43-101 compliant as they were calculated prior to the implementation of current reporting rules and have not yet been recalculated, they are considered reliable given the prominent reputation of the author.

During 2011, the Company completed a 64 km access road to Red Mountain. The road was completed at a cost of approximately \$5 million, funded through a loan agreement from the Company's principal shareholder. The loan is presently unsecured, non-interest bearing and non-convertible.

In 2012, the Company conducted geotechnical, hydrogeological and geological drilling as well as surface environmental studies to support permitting that would be required for advanced underground exploration, at an aggregate cost of approximately \$3.3 million. As of the end of the year ended December 31, 2012, the Company had completed approximately 2,800 meters of drilling. During 2012, the Company continued with environmental monitoring and other required data gathering activities to support advanced exploration planning and the permitting process.

During 2013, a preliminary hydrogeological baseline study from the 2012 work program was delivered to the Company. The Company's work in 2013 was comprised principally of on-going environmental monitoring studies and data gathering activities, at a total cost of approximately \$569,000, primarily attributable to in-field consulting work and transportation in the off-season by helicopter.

No significant activities were undertaken during the year ended December 31, 2014 due to sustained and weakening commodity prices. The Company has deferred any further activities at Red Mountain and will only complete activities required for the care and maintenance of the access road and exploration site until economic conditions improve.

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The cores from the 2012 drill program were delivered for assaying to Aurora Geosciences in Whitehorse Yukon in late 2014. The results from two holes of confirmation drilling are being analyzed against historical findings. Initial visual estimates of Mo correlated fairly well with assays. The detection of higher concentrations of molybdenum in the holes at depth is generally consistent with the historical findings which were considered reliable. A detailed analysis and report will be released upon availability.

On March 20, 2017, certain claims at Red Mountain in the Yukon had not yet been renewed due to an unintended error in the claims renewal process. The Company notes that the affected claims are not considered to be material because they do not cover the areas of known mineralization. Although management continued to pursue the reinstatement of these claims, its efforts proved to be unsuccessful and therefore these claims are regarded as lost.

In addition, due to the loss of the claims, the mining land use permit for road access to the main claims of the project was no longer valid. The terms of the Company's permit required that if it no longer held the affected claims, the Company would be required to remediate the road they had built along with the existing camp, the old camp site, any trail or secondary roads, drill pads and any other disturbances.

On August 14, 2017, Tintina management submitted a letter to the Land Use Manager in the Yukon requesting an extension of the current Land Use Permit for the road within the third party claims in order to keep land access to the project.

On August 23, 2017, the Company received an official communication from the Land Use Manager office of the Energy, Mines and Resources department informing Tintina that the Land Use Permit has been amended to include the portion of the Red Mountain Road previously located on Tintina claims and currently within third party claims. Therefore, Tintina will maintain the road access to the Red Mountain Project and perform exploration activities using it.

During the second quarter of 2020, the project proposal for the Red Mountain Molybdenum Project advanced through the review process with the Yukon Environmental and Socio-Economic Assessment Board for the continued mining exploration at Red Mountain and the continued use and maintenance of the Red Mountain Road. The current Land Use Permit and Class 3 Yukon Quartz Mining Land Use Permit had expiry dates of May 29, 2020 and June 7, 2020 respectively. The policy of the Yukon Government for projects that are actively proceeding through the permitting process to renew or obtain new permits is to not proceed with enforcing reclamation and closure obligations contained in the previously active permits. The risk to the company to incur reclamation and closure costs for the expired Land Use Permit and Class 3 Yukon Quartz Mining Land Use Permit is considered to be low.

The Yukon Environmental and Socio-Economic Assessment Board completed their review on August 6, 2020 and issued the Evaluation Report. Under s. 56(1)(b) of the Yukon Environmental and Socio-economic Assessment Act, the Teslin Designated Office recommends to the Decision Body that the Project be allowed to proceed, subject to specified terms and conditions. The Decision Body, Yukon Government departments issuing the permits, have 30 days to either accept, reject or modify the terms and conditions contained in the Evaluation Report and issue a Decision Document with the permit and terms and conditions. Upon issuing the Decision Document an additional 14-day period of consultation with affected First Nations are granted.

During the year ended December 31, 2018, the Company made a security deposit of \$100,000 with the Yukon Department of Energy Mines and Resources for the completion of any remediation on the land in the future.

On October 19, 2020, Tintina Mines received the Class 3 Quartz Mining Land Use Permit approval for the Red Mountain Molybdenum project. The permit is valid until October 18, 2030 and allows the company to perform a variety of exploration activities, including drilling and site road building. The Land Use Permit for the project road access is still under assessment.

All operating expenses have been, and are continuing to be funded through an interest free loan from the Significant Shareholder.

No fieldwork was carried out from January 1, 2024 to the date of this Interim MDA. Management is continuously monitoring the molybdenum market and the exploration activity in Central Yukon in order to identify potential business opportunities for development of the Red Mountain Project.

Watson Lake Exploration Project

The Watson Lake Project is located in the southeastern of the Yukon Territory, approximately 225 kilometers east of Whitehorse and 180 km northwest of Watson Lake. Comprises 11 claims (100% owned by Tintina Mines), which form a contiguous block of approximately 228 hectares.

Historical work completed from 1961 to 1987 includes detailed geological and structural mapping, soil and rock geochemistry, approximately 500 meters of underground drifting, electromagnetic and magnetic surveys, petrographic and approximately 7.700 meters of drilling.

During the period between September and December 2019, the project was evaluated by company management and geological consultants, including a one-day field visit to the area. Work performed confirmed geological setting and the polymetallic silver-lead-zinc (+/- gold) mineralization hosted in carbonaceous sedimentary rocks.

No fieldwork was carried out from January 1, 2024 to the date of this Interim MDA.

Sudbury Mining District, Ontario

This property consists of 500 acres (about 200 hectares) of mining and surface rights, purchased in November 1978 in the Mining District of Sudbury West in the Township of May. Access to the prospect is by the TransCanada highway, approximately 87 km west of the City of Sudbury. Exador Resources Inc. holds a 10% net profit royalty from any future mineral production from the property. Due to the spread of Covid-19 in the region, the field reconnaissance of the Sudbury property was deferred. No fieldwork was carried out from January 1, 2024 to the date of this Interim MDA.

Wark Township, Ontario

The 159-acre (64-hectare) property, located in Wark Township, northeastern Ontario, is situated approximately 21 km north of Timmins and is accessible via Route 655. Approximately 30% of the property encompasses the Feldman Lake area. The Company's management is currently assessing the property's mining potential in alignment with the Tintina Business plan, with further actions to be determined based on the outcomes of this evaluation.

TRENDS

Management regularly monitors economic conditions and estimates their impact on the Corporation's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Apart from these and the risk factors noted under the heading "Risk Factors" and "Special Note Regarding Forward-Looking Information", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Corporation's business, financial condition or results of operations.

DISCUSSION OF OPERATIONS

Six months ended June 30, 2024, compared with six months ended June 30, 2023

	For the six month ended June 30,		Variance	Comments
	2024	2023		
Foreign exchange (gain) loss	\$ (342,922)	\$ 80,108	\$ (423,030)	Foreign exchange changed significantly during the period as a result of changes in the US dollar against the Canadian dollar, and the amount of US dollar held during the periods.
Legal and professional fees	120,221	36,834	83,387	The increase was due to fees charged by the CEO, and legal fees in relation to the agreement with ABR.
Interest income	(132,028)	-	(132,028)	The Company purchased short-term GICs which are cashable during the period, the Company did not have any short-term GICs in the comparative period.
Other expenses and revenues	117,780	64,943	52,837	Non-significant variances in other expenses and revenues items.
Total (income) loss	\$ (236,949)	\$ 181,885	\$ (418,834)	

Three months ended June 30, 2024, compared with three months ended June 30, 2023

	For the three month ended June 30,		Variance	Comments
	2024	2023		
Foreign exchange (gain) loss	\$ (82,364)	\$ 71,081	\$ (153,445)	Foreign exchange changed significantly during the quarter as a result of changes in the US dollar against the Canadian dollar.
Legal and professional fees	76,275	24,740	51,535	The increase was due to fees charged by the CEO, and legal fees in relation to the agreement with ABR.
Interest income	(43,252)	-	(43,252)	The Company purchased short-term GICs which are cashable during the quarter, the Company did not have any short-term GICs in the comparative quarter.
Other expenses and revenues	70,335	31,395	38,940	Non-significant variances in other expenses and revenues items.
Total loss	\$ 20,994	\$ 127,216	\$ (106,222)	

FINANCIAL HIGHLIGHTS

Cash Flows

At June 30, 2024, the Corporation had cash and cash equivalents of \$9,694,522, an increase in cash of \$230,603 from the December 31, 2023 cash balance of \$9,463,919. Operating activities were affected by non-cash items of \$16,974 and a net change in non-cash working capital balances of \$23,320. The change in non-cash items was due to accretion of \$16,974. The change in non-cash working capital balances was comprised of an increase in accounts receivable, prepaid expenses and other of \$44,823, and offset by an increase in accounts payable and accrued liabilities of \$21,503. As of June 30, 2024 cash balance of \$9,694,522.

Liquidity and Financial Position

As at June 30, 2024, the Company had a working capital deficiency of \$2,393,653 (December 31, 2023 – \$2,647,576). The Company had net loss of \$236,949 during the three and six months ended June 30, 2024 (three and six months ended June 30, 2023 – net loss of \$181,885) and has yet to achieve profitable operations from exploration activities, thereby accumulating a deficit of \$14,818,932 (December 31, 2023 - \$15,055,881). These continuing losses cast significant doubt about the Company's ability to continue as a going concern. Accordingly, the Company will need to raise additional capital through equity issuance or through its significant shareholder in order to continue its operating, exploration and evaluation activities or eventual development of its properties. Given the concentration of the Company's ownership in its controlling shareholder, and its current working capital deficiency, should the current outstanding Grid Promissory Notes be called for payment, debt refinancing or a private placement may be needed to address solvency.

The Company continues to investigate options to advance its geological and economic models while minimizing its environmental footprint.

RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's President, Vice-president, and Secretary-Treasurer and members of the Company's Board of Directors. Compensation awarded to key management personnel is as follows:

The Company paid \$18,642 and \$35,679, respectively for the three and six months ended June 30, 2024 (three and six months ended June 30, 2024 - \$nil and \$nil, respectively) to the Chief Executive Officer and director of the Company for consulting services. As of June 30, 2024, the Chief Executive Officer and director was owed \$1,698 (December 31, 2023 - \$16,876). These amounts were included in accounts payable and accrued liabilities.

During the three and six months ended June 30, 2024, the Company paid professional fees of \$2,876 and \$18,410, respectively (three and six months ended June 30, 2024 – \$10,756 and \$19,154, respectively) for: (i) Mr. Jing Peng to act as CFO of the Company, (ii) Carmelo Marrelli, beneficial owner of the Marrelli Group, to act a director of the Company, (iii) bookkeeping services, (iv) filing services (v) corporate secretarial services and (vi) transfer agent services. The Marrelli Group was owed \$3,302 (December 31, 2023 - \$1,505) and these amounts were included in amounts payable and accrued liabilities.

During the three and six months ended June 30, 2024, the Directors of the Company incurred reimburseable expenses for out of pocket expenses. As at June 30, 2024, the Directors were owed \$20,826

The Significant Shareholder also holds a Grid Promissory Note totaling \$12,071,485 as at June 30, 2024 (December 31, 2023 - \$12,071,485), which is payable on demand.

CHANGE IN ACCOUNTING POLICIES

New accounting standard adopted

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

The Company adopted this amendment on January 1, 2024, there was no material impact on the financial statements.

New accounting standard not yet adopted

There are no new and amended standards that are material to the business of the Company.

OUTSTANDING SHARE DATA

As of the date of this Interim MD&A, the Company has 22,952,481 common shares, and had no stock options and warrants outstanding.

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence in that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements, and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, financial performance and cash flow of the Corporation, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate do not make any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

RISK FACTORS

The Company faces a material risk that despite the expenditure of significant capital on the Red Mountain project, it might not receive regulatory permits that make it economically feasible for the Company to proceed with further activities. In addition, there are a number of socio-economic and environmental factors that must be considered by the Company prior to committing to an advanced exploration program, including available infrastructure, qualified labor, and the costs of the program itself. In addition, the target mineral, molybdenum, is subject to significant price fluctuations. Any significant increase in the world supply of molybdenum can be expected to cause a significant reduction in the value of molybdenum and adversely affect project economics.

The Company's current activities do not present any material risks such as political, environmental or foreign exchange. If permitting of an underground mine development project is obtained, the risk potential of the Company will increase as its mining operations become active.