PROSPER GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED OCTOBER 31, 2024

1.1 DATE

This management's discussion and analysis ("MD&A") of the financial condition and operating results of Prosper Gold Corp. ("Prosper Gold" or the "Company") for the year ended October 31, 2024 is derived from, and should be read in conjunction with, Prosper Gold's audited consolidated financial statements for the year ended October 31, 2024, as publicly filed on SEDAR+ at www.sedar.com.

The Company prepared the audited consolidated financial statements and note disclosures for the year ended October 31, 2024, in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A complements and supplements but does not form part of the Company's audited consolidated financial statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise stated.

Cautionary Note to Investors Concerning Forward-looking Statements

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

This MD&A contains forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business, and the economic environment in which it operates. These statements are not a guarantee of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of specific risks associated with the operations of the Company are set out under "Risk Factors". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

All forward-looking statements have been made subject to risk factors summarized on page 18 of this MD&A.

This MD&A has been prepared using information as of February 14, 2025, and approved by the Board on February 14, 2025.

1.2 BUSINESS OVERVIEW

Prosper Gold is an exploration and development company focused on acquiring and advancing mineral prospects in British Columbia and Ontario, Canada.

PROJECTS

CYPRUS PROJECT

The Company has entered into a definitive option agreement with several individuals (collectively, the "Optionors"), whereby the Optionors have granted the Company the option to acquire a 100% interest in the Kaza and Northstar properties (collectively, the "Cyprus Project") located in British Columbia.

To exercise the Option, the Company must pay an aggregate of $725,000 cash, issue an aggregate of 1,650,000 common shares in the capital of the Company (150,000 common shares issued on March 21, 2024) and incur work expenditures totaling $2,000,000 over a period of four years. Upon the exercise of the Option, the Company will grant a 2.0% net smelter royalty to the Optionors, subject to the terms of the Option Agreement. A director of the Company is one of the Optionors and constitute a related party transaction.

Between June 19 and July 18, 2024, a 3,760 line-kilometre ZTEM airborne geophysical survey was completed over the entirety of the Cyprus Project in an effort to outline porphyry copper-gold targets across the Project. Numerous compelling porphyry targets were outlined and the Company will be following up with ground exploration in the winter of 2024/2025.

ONTARIO PROJECTS

Golden Sidewalk

The Golden Sidewalk is a district-scale gold exploration project covering over 160 square kilometres of contiguous mineral claims and mining leases in the western Birch-Uchi Greenstone Belt, approximately 60 km east of Red Lake, Ontario and 60 km northeast of Kinross Gold's Dixie Project, acquired from Great Bear Resources in 2022. The vehicle-accessible project straddles 12 kilometres of the Balmer Assemblage – Narrow Lake Assemblage unconformity, a regional-scale feature that has been the Red Lake exploration guide, but which has seen limited exploration in the project area. The "Golden Corridor" lies immediately north of the unconformity and is characterized as a highly prospective trend of coincident favourable magnetic and resistivity lineaments supported by highly anomalous gold-in-till samples covering 7.0 by 0.5 kilometres. An additional highly prospective target area was defined in 2021, termed the Skinner North Target Area, where 2022 channel sampling results include 9.69 gpt gold over 3.0 metres and 13.13 gpt gold over 1.8 metres and till samples containing up to 1,014 gold grains, was drilled for the first time in November of 2022. Historical drilling by previous operators at the Bathurst Mine, Joe

Vein, KT vein, Dunkin and Vihonen prospects reported high-grade gold intercepts which have yet to be followed up by Prosper Gold.

In January of 2024, the Company completed 12 diamond drill holes totaling 2,355 metres testing a 2 square kilometre area of high IP chargeability outlined in 2023 at the Skinner Target Area. Drilling confirmed the presence of silica-biotite altered shear zones with 2 to 10% pyrite-pyrrhotite as disseminated and fracture fill mineralization which in turn explains the high IP chargeability and resistivity response. Mineralization was hosted in competent intermediate dikes up to 45 metres in thickness, the presence of which was encouraging. Significant intercepts from the January 2024 program include 1.58 gpt gold over 2.0 metres from 58.0 to 60.0 metres in drill hole DD24SK013, and 1.45 gpt gold over 2.0 metres from 86.0 to 88.0 metres in drill hole DD24SK014.

Wydee & Galahad

In 2016, Prosper Gold entered into a definitive agreement to acquire the option to earn a 90% interest in the extensive land position surrounding the Ashley Gold Mine and Young Davidson Mine Area in the Cadillac Larder Lake Fault Area in Ontario. The Wydee and Matachewan properties were both subject to the 2016 agreement. In February 2021, the Company withdrew from the option agreement.

The Company received 60,000 common shares of Canada Nickel Company Inc. (“CNC”) on January 12th, 2022, in consideration for the sale of 43 mineral claims from the Company’s Wydee claim block. The purchase and sale of the mineral claims is further subject to a 2.0% Net Smelter Returns royalty to be granted to Prosper Gold of which one half (1.0%) can be purchased by CNC at any time during the entirety of the life of the royalty.

Prosper Gold still holds a 100% interest in 54 mineral claims (the Wydee) and 1 mineral lease (the Galahad) contiguous to the ground previously under option. No exploration activities were completed at the Wydee or Galahad projects for the period ended October 31, 2024.

Matachewan

On July 2, 2024, the Prosper Gold executed a purchase and sale agreement whereby 85 mineral claims and 6 patented claims were sold to a arm’s length third party for $200,000. The Company no longer holds the right to any mining claims or patents belonging to the original Matachewan Property.

No exploration activities were completed at the Matachewan project for the period ended October 31, 2024.

<u>THE STAR</u>

The Star Project is an alkalic porphyry copper-gold prospect in northwest BC. Prosper Gold holds a 51% majority interest in the Star Project joint venture pursuant to the Joint Venture Agreement dated September 2, 2016 between the Company and Otso Gold Corp. (formerly Firesteel Resources Inc.).

The Company signed a definitive option agreement with CAVU Mining Corp. ("CAVU") to grant CAVU the exclusive right and option to acquire the Company's 51% interest in the Star Project. Under the terms of the option agreement, CAVU may exercise the option by issuing 1,250,000 common shares of CAVU by May 23, 2022 (received) and making aggregate cash payments of $1,155,000 to the Company consisting of $100,000 by May 23, 2022 (received), $285,000 by July 1, 2022 (received), $385,000 by May 23, 2023 (received) and $385,000 by May 23, 2024 (received).

On December 19, 2022, CAVU was acquired by Alpha Copper Corp. ("ALCU"). Shareholders of CAVU received 0.7 common share of ALCU for each CAVU common share held. On October 18, 2023, ALCU consolidated its common share with 4 old shares for 1 new share. Furthermore, in Feb 2024, ALCU consolidated 2.5 old shares for 1 new share. The Company also sold 600 shares of ALCU during the year for proceeds of $91. Therefore, the Company now holds 86,900 common shares of ALCU. All other terms of the option agreement remain the same.

ALCU has now fulfilled the obligations of the agreement and Prosper has relinquished its interest in the Star Project.

1.3 SELECTED ANNUAL FINANCIAL INFORMATION

The Company's financial statements and the financial information set out below are prepared in accordance with IFRS as issued by the IASB. The Company's significant accounting policies are disclosed in note 3 to the Company's audited financial statements for the year ended October 31, 2024. The Company's functional and reporting currency is the Canadian dollar.

Statement of Financial Position Selected Information	**October 31, 2024**	October 31, 2023	October 31, 2022
Total current assets	**$ 622,099**	$ 297,323	$ 622,367
Total non-current assets	**1,500,669**	1,545,560	1,495,066
Total assets	**$ 2,122,768**	$ 1,842,883	$ 2,117,433
Total current liabilities	**$ 122,220**	$ 133,545	$ 255,551
Total non-current liabilities	**-**	-	40,000
Total liabilities	**122,220**	133,545	295,551
Total equity	**2,000,548**	1,709,338	1,821,882
Total liabilities and shareholders' equity	**$ 2,122,768**	$ 1,842,883	$ 2,117,433

Total current assets are comprised of cash, amounts receivable, marketable securities and prepaid expenses and deposit.

At October 31, 2024, current assets increased by $324,776 compared to October 31, 2023. The increase is due to the increase in cash of $320,848, the increase in prepaid expenses and deposit of $59,700, offset by the decrease in amounts receivable of $33,690 and the decrease in marketable securities of $22,082. The increase in cash is due to the three private placements completed and the proceeds from the sale of mineral properties and a grant received during the year; offset by the funds used for operations and exploration expenditures. The increase in prepaid expenses and deposit is due to the prepaid amount paid for marketing. The decrease in amounts receivable is mainly due to the allowance for doubtful account for rent recovery from sub-tenants for the West Pender Street office from the 2023 fiscal year totalling $31,500. The decrease in marketable securities is due to the adjustment to the fair market value of investments at year-end and the sale of 600 shares of Alpha Copper Corp. during the year.

At October 31, 2023, current assets decreased by $325,044 compared to October 31, 2022. The decrease is due to the decrease in cash of $69,129; the decrease in marketable securities of $232,510; the decrease in prepaid expenses and deposit of $54,814; offset by the increase in amounts receivable of $31,409. The decrease in cash is due to the usage of funds for operations and exploration expenditures during the 2023 fiscal year. The increase in amounts receivable is due to the increase in rent receivable from sub-tenants at the shared office on West Pender Street. The decrease in marketable securities is due to the write-down of the securities to the fair market value at October 31, 2023. The decrease in prepaid expenses and deposit is due to the decrease in prepaid rent for the West Pender office of $25,669, decrease in deposit for the Company's credit card of $17,231 and decrease in deferred charges of $6,478, and the decrease of $5,436 for prepaid portion of insurance and annual listing fees for 2023 compared to 2022.

Total non-current assets consist of reclamation deposits, right-of-use asset, furniture, computers, camp equipment, vehicle, and the acquisition costs of mineral properties.

For the October 31, 2024 fiscal year, the Company's non-current assets decreased by $44,891. The net decrease is due to the increase in reclamation bond of $20,800, the decrease in equipment of $56,973 and the decrease in mineral properties of $8,718. During the year, the Company was required to pay $20,800 to the BC Ministry of Energy, Mines and Low Carbon Innovation for work on the Cyprus Project. The decrease in equipment is mainly due to the amortization recorded for the year and the disposal of a vehicle. The decrease in mineral properties is mainly due the write-off of the Mohave Project offset by the option payments and share issuance for the Cyprus Project.

At October 31, 2023, the Company's non-current assets increased by $50,494. On October 31, 2023, the Company's Right-of-use assets is $Nil due to the expiry of the office lease at West Pender Street. The reclamation deposits are also $Nil due to the return of the two letters of credit totalling $219,000 from the Ministry of Energy, Mines and Low Carbon Innovation for the Star property. In addition, there is a net decrease of $75,486 in equipment and leasehold improvements due to the depreciation expense recorded of $76,615 offset by the addition of field equipment of $1,129. Lastly, the increase in non-current assets is mainly due to the increase in mineral properties of $443,399 for option payments and common shares issued for the Mohave Project and the Ontario Projects.

Total current liabilities include accounts payable and accrued liabilities and the current portion of loan payable.

As at October 31, 2024, current liabilities decreased by $11,325 compared to October 31, 2023 due to the repayment of Federal government loan, offset by the increase in vendor amounts payable at the end of fiscal 2024.

Current liabilities in 2023 decreased due to the decrease of $61,496 for accounts payable and accrued liabilities for decrease in operation expenses incurred. For the 2023 fiscal year, the current liabilities include the reclassification of the loan payable of $40,000 for the Federal government loan due for repayment by January 18, 2024 (repaid).

Total equity consists of share capital, reserves and deficit. Increase in share capital is due to the share issuances for private placements, shares issued for restricted share units and shares for mineral property options, offset by share issue costs. The decrease in reserves is due to the recording of the fair value share-based compensation including the graded vesting of stock options and restricted share units, the fair value of warrants issued to unit holders and brokers for private placements, bifurcation of private placement units based on market value, offset by the forfeiture of stock options by the departure of employees and officers of the Company and the reallocation from reserves to share capital for the fair value of the RSU were issued upon maturity. Deficit changes are due to the net loss for the year offset by the forfeiture of stock options.

Total equity for the 2024 fiscal year increased by $291,210 compared to the 2023 fiscal year. The increase is due to the gross proceeds in the private placements of $1,902,000, offset by cash share issue costs of $93,005, the shares issued for mineral property of 18,750, the increase for share-based payments for the stock options granted during the year of $177,425, offset by the net loss of $1,645,960.

Total equity decreased by $112,544 at the end of 2023 fiscal year compared to the 2022 fiscal year. The decrease is due to net loss for the year of $2,417,955 offset by the gross proceeds from private placement of $1,691,000, net of share issue costs of $105,861; the issuance of shares for property of $215,200; and the share-based payment of $505,072 for the 2023 year.

Statement of Comprehensive Loss – Selected Information		**Year ended October 31, 2024**		Year ended October 31, 2023		Year ended October 31, 2022
Expenses						
Exploration and property investigation expenditures	**$**	**1,154,455**	$	1,231,907	$	3,049,034
General administration		**744,479**		859,026		941,332
Share-based payments		**177,425**		505,072		1,816,313
		2,076,359		2,596,005		5,806,679
Other (income) and expenses						
Interest income		**(9,142)**		(25,560)		(5,681)
Other income and expenses (net)		**(564,279)**		(152,490)		(277,170)
Write-off of mineral property		**211,022**		-		-
Income tax recovery		**(68,000)**		-		-
Net loss and comprehensive loss	**$**	**1,645,960**	$	2,417,955	$	5,523,828
Basic and diluted loss per share	**$**	**0.04**	$	0.08	$	0.23

Exploration and property investigation expenditures are costs incurred for the Cyprus Project in British Columbia, the Ontario Projects in Ontario and the Mohave Project in Arizona, United States.

The decrease in exploration expenditures in the 2024 and 2023 fiscal years compared to the 2022 fiscal year is due to the decrease in drilling programs for the Golden Sidewalk Property in 2024 and 2023 compared to the 2022 fiscal year. During 2023, the Company acquired the option for the Mohave Project and incurred expenditures for preliminary assessment of the property. During the 2024 fiscal year, management decided to return the project to the optionor and the acquisition costs of $211,022 has been written off. In the 2024 fiscal year, the Company acquired the Cyprus Project and incurred exploration expenditures of $634,865.

General administration includes general and administrative expenses; management salaries and fees, professional fees and transfer agent, listing and filing fees.

General administration expenses decreased by $114,547 for the 2024 fiscal year compared to 2023 fiscal year. The decrease is due to the decrease in general administration expenses of $32,345, the decrease in management salaries and fees of $76,610, the decrease in transfer agent, listing and filing fees of $13,815, offset by the increase in professional fees of $8,223. The decrease in expenses is due to management's efforts to reduce expenditures in the operation. The increase in professional fees is mainly due to the increase in audit fees for 2023 and increase in the accrual of the audit fees for the 2024 fiscal year.

General administrative expenses decreased by $82,306 in 2023 compared to 2022. The decrease is due to the decrease of $43,800 in general and administrative expenses, a decrease of $12,750 for management salaries and fees, a decrease of $20,713 for professional fees and a decrease of $5,043 for transfer agent, listing and filing fees.

Share-based payments in 2024 decrease by $327,647 mainly due to the Company's RSU that matured resulting in the issuance of shares during the year.

Share-based payment in 2023 decreased by $1,311,241 compared to 2022 fiscal year. The decrease is due to stock options outstanding which were fully vested in 2023 and the decrease in share-based payment expenses for the Company's RSU as the fully vesting of the RSU occurred in May 2024.

Interest income include interest earned on the balance in the current account. The interest rate provided on the deposit balances are subject to the change in the interest rate during the period.

Other income/expenses for the 2024 fiscal year include unrealized loss on marketable securities of $18,996, the realized loss on sale of marketable securities of $2,995, the gain on disposal of equipment of $211, the gain on sale of mineral properties of $576,059 and the gain of $10,000 from the portion of debt forgiveness for repayment of the Federal loan of $40,000.

Other income/expenses for the 2023 fiscal year include $385,000 for gain on sale of mineral properties and $232,510 for unrealized loss on marketable securities.

Other income/expenses for the 2022 fiscal year include $580,587 for the gain on sale of mineral properties, $106,362 for loss on sale of marketable securities and $197,055 for unrealized loss on marketable securities.

The income tax recovery for 2024 of $68,000 is the result of the renunciation of flow-through shares that were issued with a share price over the fair market value.

1.4 SUMMARY OF QUARTERLY INFORMATION

The following is the selected financial information for the Company's most recent eight quarters ended October 31, 2024:

Quarter ended	Total revenue	Net loss and comprehensive loss	Net loss per share (basic and diluted)	Total assets
	$	$	$	$
Q4/24 – October 31, 2024	-	(368,981)	(0.01)	2,122,768
Q3/24 – July 31, 2024	-	(349,001)	(0.01)	1,932,715
Q2/24 – April 30, 2024	-	(211,437)	(0.05)	1,828,015
Q1/24 – January 31, 2024	-	(716,541)	(0.02)	2,064,899
Q4/23 – October 31, 2023	-	(421,270)	(0.01)	1,842,883
Q3/23 – July 31, 2023	-	(82,457)	(0.003)	2,251,709
Q2/23 – April 30, 2023	-	(908,506)	(0.03)	2,379,474
Q1/23 – January 31, 2023	-	(1,005,722)	(0.03)	3,114,970

The total assets in the first quarter of 2023 include cash from the gross proceeds of $1,691,000 for the private placement complete in the first quarter of 2023.

For the second quarter of 2023, net loss for the quarter compared to the previous quarter decreased due to no drilling program planned for the quarter.

The total assets decreased in the second quarter of 2023 compared to the first quarter of 2023 due to cash used to fund operational expenses.

For the third quarter of 2023, there is a decrease in net loss compared to the second quarter due to the option payment of $385,000 received for the Star property. There is also a decrease in exploration expenditures of $207,876, a decrease in share-based payment expenses of $101,265 and a decrease in unrealized loss on marketable securities of $115,378.

The decrease in total assets as at July 31, 2023 compared to April 30, 2023 is due to the amortization of equipment and leasehold and right-of-use assets totaling $131,266.

For the last quarter of 2023, the decrease in total assets of $408,826 is mainly due to the decrease in cash of $258,504; a decrease of $39,563 for amounts receivable; a decrease of $72,022 for marketable securities; a decrease of right-of use asset of $24,605 and a decrease of $19,163 for equipment and leasehold improvements, offset by an increase of $3,027 of prepaid expenses and deposit and an increase in mineral properties of $2,004 compared to the third quarter of 2023.

In the first quarter of 2024, the Company conducted a drilling program at the Golden Sidewalk Project and incurred exploration expenses of $533,118. The Company also completed a private placement of non-flow through units and flow through shares totaling $867,000 in November 2023. The proceeds of flow-through financing of $510,000 was used for the Golden Sidewalk drilling program during the quarter. Total assets increased due to the November 2023 financing with the remainder of the funds allotted for operating expenses.

In the second quarter of 2024, the Company completed the drilling program at the Golden Sidewalk Project. In addition, the Company received $200,000 from the Ontario Junior Exploration Program.

During the third quarter of 2024, the increase in net loss is due to the write-off of the accumulated capitalized costs of mineral properties for the Mohave Gold Project totaling $211,022. The Company also incurred airborne survey costs of $429,918 for the Cyprus Project in British Columbia. In addition, the Company received $200,000 for the sale of mineral claims from the Matachewan Land Package and $385,000 from the option agreement for the Star Project.
The increase in total assets at the end of the third quarter of the 2024 fiscal year is due to the gross proceeds from the July 25, 2024 flow-through private placement of $465,000, the $200,000 proceeds for the sale of mineral claims in Matachewan and the $385,000 from the option agreement

with Alpha Copper Corp. This is offset by the write-off of the capitalized costs of $211,022 for mineral property and expenditures incurred for exploration and operating expenses.

Total assets increased for the last quarter of the 2024 fiscal year compared to the third quarter of 2024 due to the cash proceeds from the October 2024 private placement.

The increase in net loss for the last quarter of 2024 is due to the increase exploration activities for the Cyprus Project.

1.5 RESULTS OF OPERATIONS

The Company recorded a net loss and comprehensive loss of $1,645,960 and $2,417,955 for the years ended October 31, 2024 and 2023 respectively which is a decrease in net loss of $771,995 during 2024 compared to the 2023 fiscal year. During 2024, there is a slight decrease in exploration expenditures of $77,452. The decrease is also due to management's effort to reduce costs which resulted in the decrease in general and administrative of $32,345, decrease of $76,610 for management salaries and fees and a decrease of $13,815 for transfer agent, listing and filing fees totaling $122,770 compared to the 2023 fiscal year. Share-based payments also decreased by $327,647 in the 2024 fiscal year compared to 2023 fiscal year. For the 2024 fiscal year, there is an increase in professional fees of $8,223 compared to the 2023 year mainly due to the increase in fees for the Company's audit. Other items affecting the reduction in net loss and comprehensive loss for the years include the increase in gain on sale of mineral properties of $191,059, the increase in loan forgiveness of $10,000 for the forgivable portion of the Federal loan repaid during the year and the small gain recorded in the disposal of equipment for $211. Other items in other income and expenses also include the decrease in interest income of $16,418, the decrease in unrealized loss on marketable securities of $213,514, the loss on sale of marketable securities of $2,995 and the write-off of mineral properties of $211,022 compared to the 2023 fiscal year. The total difference in other income and expenses resulted in a net increase of other income of $184,349.

The following tables provides a breakdown of exploration expenditures on the Cyrus Project in British Columbia and the Ontario Projects in Ontario during the year ended October 31, 2024:

<u>Cyprus Project</u>

	Year ended October 31, 2024	**Accumulated-to-date – October 31, 2024**
Airborne survey	**$ 449,050**	**$ 449,050**
Equipment rentals	**11,196**	**11,196**
Field costs	**35,127**	**35,127**
Geological	**80,650**	**80,650**
Salaries and benefits	**41,379**	**41,379**
Transportation and freight	**10,598**	**10,598**
Travel and accommodations	**6,865**	**6,865**
Total	**$ 634,865**	**$ 634,865**

Ontario Projects

	Year ended October 31, 2024	Accumulated-to-date – October 31, 2024
Airborne survey	$ -	$ 539,543
Assay and analysis	100,155	1,429,361
Camp accommodations	99	622,837
Drilling	232,240	5,800,008
Equipment rentals	3,139	163,158
Field costs	118,001	1,401,183
Geological	112,650	1,924,752
Property rentals	32,659	548,891
Salaries and benefits	86,306	2,217,599
Staking and mining rent	1,946	68,610
Transportation and freight	19,639	260,121
Travel and accommodations	12,044	308,090
Total	$ 718,878	$ 15,284,153

The Company began exploration on the Ontario Projects during May 2016. Airborne survey and soil sampling were completed in July 2016 and the drilling program began shortly thereafter. Field costs include camp construction and camp fuel, rental costs for accommodations for camp personnel, camp food and supplies and repair and maintenance of camp equipment. Geological costs include fees paid to geological consultants and geophysics reports. Transportation and freight costs include the fuel costs for vehicles and courier charges to camp. Travel and accommodation costs include travel, meals and accommodation costs for staff and management personnel to travel to camp.

During the year ended October 31, 2024, the Company conducted a drilling program on the Ontario Projects and incurred costs totaling $718,878. This is offset by the $200,000 grant received from the Ontario Ministry of Northern Development Mines, Natural Resources and Forestry.

In April 2023, the Company entered into an option agreement for the Mohave Gold Project in Arizona, United States. For the 2023 fiscal year, the Company incurred total exploration costs of $83,686 consisting of $35,999 for maintenance fees, $13,693 for geological expenses, salaries of $12,054, travel costs of $10,898, assay costs of $6,436, equipment rental of $1,179 and field and transportation costs of $3,427. During the current year, the Company incurred exploration costs of $712 for insurance and wrote off the accumulated costs capitalized for the Mohave Gold Project of $211,022 as the project was returned to the vendors.

The following table provides a breakdown of general administration costs incurred during the years ended October 31, 2024 and 2023:

General administration costs:	**Year ended October 31, 2024**	Year ended October 31, 2023
General and administrative	**$283,921**	$316,266
Management salaries and fees	**371,905**	448,515
Professional fees	**48,341**	40,118
Transfer agent, listing and filing fees	**40,312**	54,127
	$744,479	$859,026

The decrease in general and administrative expenses for the year ended October 31, 2024, compared to the year ended October 31, 2024, is $32,345. There were decreases in meals and travel expenses of $13,836 and a decrease in amortization of $11,165. Additional differences for the year ended October 31, 2024 compared to the year ended October 31, 2023 is due to the decrease in shared office expenses and office supplies of $11,740; decrease in telephone expenses of $5,997; decrease in membership dues of $1,730; decrease in conference expenses of $7,070; decrease in AGM fees of $7,244; decrease in accounting fees of $2,876; and a decrease in interest on lease liabilities of $2,732. These decreases are offset by the increase in expenses of $16,751 for marketing and promotion; an increase in rent expense of $7,868; an increase in interest expense of $2,012 and an increase in news dissemination of $5,564.

Management salaries and fees decreased by $76,610 for the year ended October 31, 2024 compared to the same period in 2023 are due to reduction in salaries and fees for the CEO, COO and CFO of 20% starting in August 2023.

Professional fees increase by $8,223 for the year ended October 31, 2024, compared to previous year mainly due to increase in 2023 audit fees and the accrual of the 2024 audit fees.

The decrease in transfer agent, listing and filing fees for the year ended October 31, 2024, is due to the decrease in annual fees paid to the OTCQX during the fiscal year.

During the year, the Company granted 1,500,000 stock options to 3 directors with an exercise price of $0.15. The stock options vest at 25% every 6 months and expires in five years on July 26, 2029. The fair value of the stock options included in the statement of comprehensive loss for the year ended October 31, 2024, totaled $49,397. In addition, the Company also granted 500,000 stock options to the CFO and 2 consultants. These stock options vest at 25% every 6 months and expires in five years on September 18, 2029. The fair value of these stock options included in the statement of comprehensive loss for the 2024 fiscal year is $6,764.

1.6 LIQUIDITY

The Company's main source of funding has been the issuance of equity securities for cash through private placements. During the 2024 fiscal year, the Company completed private placements in November 2023 consisting of 3,570,000 non-flow-through units at $0.10 per unit and 3,400,000 flow-through shares at $0.15 per shares for total proceeds of $867,000. Each non-flow through and flow through unit consists of one common share and one warrant with an exercise price of $0.20 to purchase one common share for a period of 36 months from closing. In connection with the closing of the private placement, cash finder's fees of $17,350 were paid and 137,250 common share purchase warrants with a fair value of $8,724 were issued. Each finder's warrant is exercisable at $0.20 for a period of 36 months from closing. Additional share issue costs for filing fees, transfer agent fees, bank charges and legal fees of $18,310 were incurred.

During July 2024, the Company completed a private placement of 3,875,000 flow-through units at $0.12 per unit. Each unit consists of one common share and one-half of one non-flow-through share purchase warrant with an exercise price of $0.20 per share with an expiry period of 24 months from the date of issuance. The Company paid a cash finder's fee of $6,972 and issued 58,100 broker warrants with an exercise price of $0.20 and an expiry date of 24 months from issuance. The fair value of the broker warrants totaled $6,240. The costs of the financing totaled $16,227 for legal and transfer agent fees, filing fees, bank charges and postage.

During October 2024, the Company completed a private placement of 5,700,000 units of non-flow-through units at $0.10 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable at $0.20 for 24 months from the issuance date. The Company paid $27,650 to a broker and issued 276,500 broker warrants with a fair value of $23,060. The broker warrants have an exercise price of $0.20 and expires 24 months from the date of issuance. Share issue costs incurred totaled $6,351 including legal and filing fees.

The Company received a grant of $200,000 from the Ontario Ministry of Northern Developments, Mines, Natural Resources and Foresty for the Ontario Junior Exploration Program during the year ended October 31, 2024.

In addition, the Company sold certain mineral claims in the Matachewan Land Package for gross proceeds of $200,000. The Company also received $385,000 for an option agreement with Alpha Copper Corp. (formerly CAVU Mining Corp.) for the Star Property.

The Company's continuing operations are dependent on the ability of the Company to obtain the necessary financing to continue to explore the Ontario Projects, the Cyprus Project and any future projects, the existence of economically recoverable mineral reserves from each project and the proceeds of dispositions of its mineral interests.

During the year ended October 31, 2024, cash flow used for operating activities was $1,833,305 mainly due to exploration costs for the Ontario and Cyprus projects, general and administrative costs including salaries and marketing. Management has estimated that the Company will continue to incur expenditures of $450,000 per month for the months when the Company's drilling program is in effect and $75,000 per month during the months when no drilling is conducted.

As at October 31, 2024, the Company had cash of $476,515 which will be sufficient to meet current liabilities of $122,220 due within one year. The working capital of the Company at October 31, 2024 is $499,879.

Additional debt or equity financing will be required to fund additional exploration programs. The Company has a reasonable expectation that additional funds will be available to meet ongoing and future exploration costs. However, there can be no assurance that the Company will continue to obtain additional financial resources on terms suitable to the Company.

Although the Company was able to successfully complete the private placement during the current quarter, the deterioration in market conditions could potentially increase the cost of obtaining capital or limit the availability of funds in the future. Accordingly, management is actively monitoring the effects of the current economic and financing conditions on the Company and reviewing discretionary spending, capital projects and operating expenditures, and implementing appropriate cash management strategies.

During the year ended October 31, 2022, the Company signed a definitive option agreement with CAVU Mining Corp. (“CAVU”) to grant CAVU the exclusive right and option to acquire the Company’s 51% interest in the Star Project. Under the terms of the option agreement, CAVU may exercise the option by issuing 1,250,000 common shares of CAVU by May 23, 2022 (received) and making aggregate cash payments of $1,155,000 to the Company consisting of $100,000 by May 23, 2022 (received), $285,000 by July 1, 2022 (received), $385,000 by May 23, 2023 (received) and $385,000 by May 23, 2024 (received). The fair value of the 1,250,000 common shares at issuance was $450,000.

During the first quarter of 2023, CAVU was acquired by Alpha Copper Corp. (“ALCU”). As CAVU shareholders received 0.7 of ALCU common shares, the original 1,250,000 common share of AVU has been converted to 875,000 common shares of ALCU. On October 18, 2023, ALCU consolidated its common shares for 4 old shares to 1 new share. On February 21, 2024, the Company further consolidated its common shares for 2.5 old shares to 1 new share. During the year, the Company sold 600 common shares for $91 and recorded a realized loss of $2,995. The fair value of the 86,900 ALCU shares on October 31, 2024, is $9,994 resulting in an unrealized loss of $17,546 included in the statements of comprehensive loss.

1.7 CAPITAL RESOURCES

As at October 31, 2024, there were no externally imposed capital requirements to which the Company is subject and with which the Company has not complied.

The Company’s capital consists of items in shareholders’ equity of $2,000,548 as at October 31, 2024, compared to $1,709,338 in shareholders’ equity and $40,000 of loan payable as at October 31, 2023. The increase in shareholders’ equity is due to the private placements’ net proceeds of $1,808,995; an increase of $18,750 for shares issued for property; an increase of $177,425 in share-based payments; offset by a net loss for the year ended October 31, 2024 of $1,645,960.

1.8 OFF-BALANCE SHEET ARRANGEMENTS

None.

1.9 TRANSACTIONS BETWEEN RELATED PARTIES

The Company's related parties consist of its key management personnel, including its directors and entities controlled by key management personnel. During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and are made at normal market prices and on normal commercial terms.

a) Key management compensation includes $632,674 for short-term benefits and share-based payments of $173,618 for restricted share units and stock options for the year ended October 31, 2024. The amounts for restricted share units and stock options are calculated fair values. As at October 31, 2024, the stock options outstanding and vested to related parties have not been exercised. During the current year, the Company issued common shares for the Company's restricted share units outstanding. The total restricted share units for related parties totaled 1,309,000 common shares.

b) As at October 31, 2024, accounts payable and accrued liabilities include $31,646 due to officers for accrued salary and fees and $454 for expense reimbursements.

1.10 FOURTH QUARTER

Statement of Financial Position Selected Information		**October 31, 2024**		July 31, 2024
Total current assets	**$**	**622,099**	$	486,566
Total non-current assets		**1,500,669**		1,446,149
Total assets	**$**	**2,122,768**	$	1,932,715
Total current liabilities	**$**	**122,220**	$	83,838
Total equity		**2,000,548**		1,848,877
Total liabilities and shareholders' equity	**$**	**2,122,768**	$	1,932,715

The increase in current assets of $135,533 for the quarter is mainly due to the increase in cash due to the October 2024 private placement and increase in prepaid expenses and deposit of $72,076 for prepaid expenses for marketing expenses, offset by a decrease of $40,954 for amounts receivable mainly due to the allowance for doubtful account of rent recovery for $31,500 and a decrease in marketable securities of $8,216 mainly due to the adjustment of the marketable securities to the fair market value at October 31, 2024.

The increase in non-current assets of $54,520 is mainly due to the reclamation deposit of $20,800 paid to the BC Ministry for the Cyprus Project, an increase of $52,625 for mineral properties for option payments made and the transaction costs for the Cyprus Project. The increase is offset by the decrease in equipment of $18,905 due to amortization for the period and the disposal of equipment in the last quarter.

Total liabilities increased due to the increase in payables to vendors at October 31, 2024.

The increase in total equity is due to the net proceeds from the October private placement, the share-based payment expense for stock option grants during the year, offset by the net loss for the quarter.

Statement of Comprehensive Loss – Selected Information		**3 months ended October 31, 2024**		3 months ended October 31, 2023
Expenses				
Exploration and property investigation expenditures	**$**	**162,796**	$	116,779
General administration		**215,656**		176,426
Share-based payments		**52,668**		58,586
		431,120		351,791
Other (income) and expense				
Interest income		**(2,053)**		(2,543)
Gain on disposal of equipment		**(211)**		-
Unrealized loss on marketable securities		**5,130**		72,022
Realized loss on marketable securities		**2,995**		-
Income tax recovery		**(68,000)**		-
Net loss and comprehensive loss	**$**	**368,981**	$	421,270
Basic and diluted loss per share	**$**	**0.01**	$	0.01

Exploration and property investigation expenditures in the last quarter of 2024 increased compared to the last 3 months of 2023 due to the increase in the exploration activities for the Cyprus Project. General administration expenses also increased due to the increase in advertising and promotion expenses and increase in rent expense for the allowance recorded for rent recovery from sub-tenants for the West Pender Street office from 2023 fiscal year.

The decrease in unrealized loss on marketable securities is due to the decrease in changes to the fair market values of the marketable securities held by the Company.

1.11 PROPOSED TRANSACTIONS

There are no proposed transactions currently in progress for the Company.

1.12 CRITICAL ACCOUNTING ESTIMATES

There have been no changes in critical accounting estimate for the period ended October 31, 2024. Refer to Note 2 of the audited financial statements for the year ended October 31, 2024.

1.13 CHANGES IN ACCOUNTING POLICIES

There have been no changes in accounting policies for the year ended October 31, 2024.

1.14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable other than GST receivable, marketable securities, deposit, reclamation deposit, accounts payable and accrued liabilities. The fair values of the Company's cash, amounts receivable other than GST receivable, deposit and accounts payable and accrued liabilities approximate the carrying amounts due to the short-term maturities of these instruments. Marketable securities are valued at market value.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, interest rate risk, foreign currency risk and other price risk.

The Company considers its exposure to credit risk to be low, as its cash, and deposit are held with a large financial institution with a strong credit rating.

The Company manages liquidity risk by maintaining adequate cash and managing its capital. As at October 31, 2024, the Company had accounts payable and accrued liabilities of $122,220 and cash of $476,515. During the current fiscal year, the Company repaid $30,000 of the loan payable and received $10,000 of debt forgiveness.

The deposit earns no interest and was held as a deposit for the Company's corporate credit card. The reclamation deposit also earns no interest and is held by the BC Ministry of Energy, Mines and Low Carbon Innovation. Assuming all variables remain constant, a change representing a 1% increase or decrease in the interest rate would not have a significant effect for the Company.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. As at October 31, 2024, the Company's monetary assets and liabilities are primarily denominated in Canadian dollars.

The Company is exposed to other price risk for the marketable securities held. A 10% change in the market price of the marketable securities may have a material impact to the Company's profit and loss.

1.15 OTHER MD&A REQUIREMENTS

a) Disclosure of Outstanding Share Data

	Number Outstanding
At the date of this MD&A	
Common Shares	**56,757,385**
Stock Options	**3,981,500**
Warrants	**12,124,802**

b) Limitations of Controls and Procedures

The Company's management, including its Chief Executive Officer and Chief Financial Officer, believe that any system of disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

1.16 RISK FACTORS

The risk factors associated with the principal business of the Company are outlined in detail below for the year ended October 31, 2024. Due to the nature of the Company's business and the present stage of exploration of the Property, an investment in the securities of the Company is highly speculative and subject to risks. Briefly, these include the highly speculative nature of the resources industry characterized by the requirement for large capital investments from an early stage and a very small probability of finding economic mineral deposits. In addition to the general risks of mining, there are country-specific risks, including currency, political, social, permitting and legal risk. An investor should carefully consider the risks and the other information that the Company provides on its website or files on Sedar+ before investing in the Company's common shares and should not consider an investment in the Company unless the investor can sustain an economic loss of the entire investment. The Company's actual exploration and operating results may be very different from those expected as at the date of this MD&A.

Ongoing Need for Financing

As the Company has limited financial resources, its ability to continue acquisition, exploration and development activities may be reliant on its continued attractiveness to equity and/or debt investors. The Company has incurred operating losses as it continues to expend funds to explore and develop the Star Project and any other properties it may acquire. Even if its financial resources are sufficient to fund its exploration and development programs, which will allow the Company to arrive at conclusions regarding commercial viability of the resources and reserves in the Property, there is no guarantee that the Company will be able to develop them in a profitable manner. The

Company's ability to arrange financing in the future will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company, and failure to raise such capital could result in the Company forfeiting its interest in the Property, missing certain acquisition opportunities, or going out of business.

Volatile Stock Price

The price of the Company shares is expected to be highly volatile and will be drastically affected by the success of exploration and test results. The Company cannot predict the results of its exploration activities expected to take place in the future. The results of these tests will inevitably affect the Company’s decisions related to further exploration and/or production at any of the Property or other properties that the Company may explore in the future and will likely trigger major changes in the trading price of the Company shares.

Exploration, Development and Production Risks

There are inherent risks and speculation due to the expected nature of the Company’s involvement in the evaluation, acquisition, exploration and if warranted, development and production of metals. Mineral exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by the Company will result in discoveries of commercial grade and/or quantities. While the Company has or will develop a limited number of specific identified exploration or development prospects within the Property, management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards. The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce reserves. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. The Company has no history of earnings and will have no producing resource properties to begin with.

Uninsurable Risks from Operations

The Company’s involvement in the exploration for and development of natural resource properties may result in the Company becoming subject to liability for certain risks, and in particular unexpected or unusual geological operating conditions including rock bursts, cave ins, fires, floods, earthquakes, pollution, blow-outs, property damage, personal injury or other hazards. Although the Company will obtain insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances, be insurable or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Company's financial position, operations or prospects.

No assurance can be given that insurance covers the risks to which the Company's activities will be subject will be available at all or at economically feasible premiums. Insurance against environmental risks (including potential for pollution or other hazards as a result of the disposal of waste products occurring from production) is not generally available to the Company or to other companies within industry. The payment of such liabilities would reduce the funds available to the Company. Should the Company be unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy.

Prices, Market Conditions and Marketing of Mineral Resources

The Company's ability to fund its exploration and development activities, and possible future profitability, will be directly related to the demand for the mineral resources found on its properties and their related market prices. Mineral prices are determined based on world demand, supply and other factors, all of which are beyond the control of the Company.

The Company must also successfully sell its mineral resources to prospective buyers. The marketability and price of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond its control. These factors include market fluctuations, the proximity and capacity of natural resource markets, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of natural resources and environmental protection. The exact effect of these factors cannot be accurately predicted, but any one or a combination of these factors could result in the Company not receiving an adequate return for shareholders. The Company has limited experience in the marketing of mineral resources.

Mineral Resource Estimates

The Company's future cash flows and earnings will be highly dependent upon the Company discovering and developing mineral resources from its properties. Any mineralization figures or descriptions presented in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time are and will be based on descriptions and estimates made by the Company's personnel and independent consultants. These descriptions and estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. The Technical Report states that no mineral resource or mineral reserve estimates have been completed for the Property. There can be no assurance that future estimates will be accurate, or reserves, resources or other mineralization figures will be accurate. There can be no assurance that the Company's future exploration and development efforts will result in the discovery of commercial accumulations of natural or mineral resources that the Company can develop at economically feasible costs.

Regulatory Matters

The exploration, development or mining operations carried on by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labor standards. The exercise of discretion by governmental authorities under existing regulations, the implementation of new regulations or the modification of existing regulations affecting the natural resources industry are beyond the control of the Company and could reduce demand for mineral resources, increase the Company's costs and have a material adverse impact on the Company. Before proceeding with a project, the participants in the project must obtain all required regulatory approvals. Failure to obtain regulatory approvals, or failure to obtain them on a timely basis, could result in delays and abandonment or restructuring of the projects undertaken by the Company and increased costs, all of which could have a material adverse effect on the Company. In addition, the profitability of any mining prospect is affected by the markets for metals which are influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing companies, the political environment, and changes in industry investment patterns.

Competition

The Company may actively compete for acquisitions, leases, licenses, concessions, claims, skilled industry personnel, equipment, and other related interests with a substantial number of other companies, many of which have a significantly greater history of operating and financial resources than the Company. The Company's ability to successfully bid on and acquire additional property rights, to participate in opportunities and to identify and enter into commercial arrangements with other parties could be adversely affected by the intensely competitive nature of the mining industry.

Potential Conflicts of Interest

Certain directors or officers of the Company are also directors, officers, shareholders and/or Promoters of other reporting and non-reporting issuers, including those engaged in the business of acquiring, developing and exploiting mineral resource properties. Such associations may give rise to conflicts of interest from time to time. The directors and officers 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 which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

Title to Properties, Investments in Properties

There can be no certainty that an unforeseen defect in the chain of title in the Company's mineral properties will not arise to defeat the claim of the Company which could result in a reduction of any future revenue received by the Company. The possibility exists that title to the Property, or other properties of the Company, might be defective because of errors or omissions in the chain of title, including defects in conveyances and defects in locating or maintaining such claims or concessions. No assurances can be given that there are not title defects or other interests conflicting with the mining claims and interests subject to the Options, and the Property may be subject to prior unregistered liens, agreements or transfers, native land claims or other undetected title defects. As well, the Company may be required by its exploration and production contracts to make regular ongoing investments on its properties and perform minimum exploration work to maintain its exploration and production contracts and to be eligible for further extensions. If the Company is unable to meet those minimum requirements, it may impede the extension of its contracts. The Company's properties will have been acquired from third parties and the terms for exploration and investment requirements pursuant to the contracts governing its interest in each property may vary significantly.

There is uncertainty related to unsettled aboriginal rights and title in BC and this may adversely impact the Company's operations and profit.

Native land claims in BC remain the subject of active debate and litigation. There can be no guarantee that the unsettled nature of land claims in BC will not create delays in project approval on the Property or unexpected interruptions in project progress or result in additional costs to advance the project.

Licensing and Permitting Delays

On February 20, 2014, the Company received a Multi-Year Area Based ("MYAB") Notice of Work permit from the British Columbia government authorizing a five-year exploration program at the Star Property (extended to March 2026). The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out the exploration and development of its projects in a timely manner or at all.

Environmental Legislation

All phases of the mineral resource business present environmental risks and hazards and are subject to environmental laws and regulations pursuant to a variety of governmental authorities.

Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations. The legislation also requires that facility sites and mines be operated, maintained, abandoned, and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of tailings or other pollutants into the air, soil or water may give rise to liabilities for third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that environmental laws, today or in the future, will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties, such as the Company, engaged in natural resource exploration and development activities may be required to compensate those suffering loss or damage by reason of its activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of natural resource companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or a reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

Reliance on Others and Key Personnel

The success of the Company will be largely dependent upon the performance of its management and key employees, as well as the talents of its outside consultants and suppliers. The Company may not have any “key man” insurance policies, and therefore there is a risk that the death or departure of any one or more members of management or any key employee could have a material adverse effect on the Company. The Company also faces intense competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain the employees, personnel and/or consultants necessary to successfully carry out its activities.

Significant Capital Requirements

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon several factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors, such as metal prices and government regulations. Most of these factors are beyond the Company's control. In addition, because of these risks, there is no certainty that the expenditures to be made by the Company on the exploration of the Property or other properties that it may acquire, as described herein, will result in the discovery of commercial quantities of ore.

Dilution to Existing Shareholders

The Company may be required to complete additional equity financings raised in the future. The Company may be required to issue securities on less than favorable terms to raise sufficient capital to fund its business plan in a timely manner. Any future transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to shareholders of the Company.

Dividends

To date, Prosper Gold has not paid any dividends on its outstanding securities and the Company does not expect to do so in the foreseeable future. Any decision to pay dividends on the Company shares will be made by the board of directors.

Russia-Ukraine and the Middle East Crisis

Russia's invasion of Ukraine and the war between Israel and Hamas in the West Bank has injected new uncertainties into the global economy, the impact of which is difficult to predict, as its outcome and longevity are unknown. With rising oil and commodity prices, the developing situation remains fluid, and the impact on Canadian consumer confidence in the face of a potentially significant inflationary threat is difficult to assess at this time.

US Tariffs

Economic uncertainty resulting from the incoming 25% tariffs on Canadian exports imposed by US could lead to increase prices of goods and fluctuations in the value of the Canadian dollar and other currencies, which may affect domestic investment strategies.