



Q2 METALS CORP.

**Q2 METALS CORP.
(formerly Queensland Gold Hills Corp.)**

MANAGEMENT DISCUSSION AND ANALYSIS

For the Nine Months Ended November 30, 2023

Report date: January 29, 2024

This Management Discussion and Analysis ("MD&A") of financial position and results of operation is prepared as at January 29, 2024 and should be read in conjunction with the condensed interim consolidated financial statements for the nine months ended November 30, 2023 for Q2 Metals Corp. (formerly, Queensland Gold Hills Corp.) (the "Company").

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information is provided in the Company's consolidated financial statements and other documents.

The Company is a Canadian mineral exploration company currently advancing exploration of its 8,668-ha flagship Mia Lithium Property in the Eeyou Istchee James Bay Territory of Quebec, Canada which is host to the Mia Li-1 and Mia Li-2 occurrences which grade 0.47% Li₂O and 2.27% Li₂O respectively (the "Mia Property"). The Company acquired by staking the Stellar Lithium Property with 77 claims totaling 3,972-ha, located approximately six kilometres north of the Mia Property (the "Stellar Property"). The Company continues to explore the Big Hill and Titan gold projects in Queensland, Australia, which cover approximately 110 km² in the Talgai Goldfields of the broader Warwick-Texas District, hosting 54 high-grade historical gold mines.

The Company is a reporting issuer in British Columbia, Alberta and Ontario and trades on Tier 2 of the TSX Venture Exchange ("TSXV") in Canada under stock symbol QTWO, the Frankfurt Stock Exchange in Germany ("458"), and the OTCQB ("QUEXF"). The head office and principal business address of the Company is Suite 904 – 409 Granville Street, Vancouver, BC V6C1T2.

The Company's disclosure of a technical or scientific nature in respect of the Mia Property has been reviewed by Neil McCallum, P.Geol, Vice President, Exploration as well as a director of the Company and a Qualified Person under the definition of *National Instrument 43-101*.

The Company's disclosure of a technical or scientific nature in respect of the Big Hill and Titan Projects has been reviewed by Paul Habermann MAIG, a consultant to the Company and a Qualified Person under the definition of *National Instrument 43-101*.

Highlights for the Nine Months Ended November 30, 2023 and to the Date of this Report:

- On March 2, 2023, the Company outlined its exploration plans for 2023. The Company continued its compilation of historical data and review of high-resolution satellite imagery at the Mia Property.

The Company also announced it acquired, for the cost of staking, the Stellar Property consisting of 77 claims totaling 3,972 hectares approximately 6 km north of the Mia Property. The Stellar Property contains a strike-length of approximately 13 km of the equivalent Yasinski Group volcano-sedimentary (greenstone belt) rocks. The Stellar Property is located relatively close to infrastructure, at only about 30 km from the nearest highway and powerline corridor and brings the Company's total land area within the Eeyou Istchee James Bay Territory to 248 mineral claims totaling 12,640 hectares.

- On March 2, 2023, the Company granted 1,250,000 stock options to directors, officers, and consultants of the Company to purchase an aggregate of 1,250,000 common shares in the capital of the Company at an exercise price of \$0.85 per share until March 2, 2028.
- On April 3, 2023, the Company announced it had commenced the Phase 1 of the 2023 exploration campaign at the Mia Property which consisted of ground induced polarity, resistivity and detailed airborne magnetic surveying on the western half of the 8 km long lithium exploration trend to support the exploration campaign.
- On April 26, 2023, the Company announced it had completed Phase 1 of the 2023 exploration campaign at the Mia Property.
- On May 31, 2023, the Company announced that it had initiated Phase 2 of its 2023 exploration campaign, which included surface mapping/prospecting, rock sampling, airborne magnetic and LiDAR surveys at the Mia Lithium Property.
- On June 5, 2023, the Company announced that Phase 2 of the 2023 exploration campaign had been temporarily halted due to active forest fires in Northern Quebec. The Quebec Ministry of Natural Resources and Forests had banned forest access and closed all roads in the Eeyou Istchee James Bay Territory and as a result, the crew and equipment were withdrawn from the Mia Property and camp.
- On June 29, 2023, the Company announced sampling results from its abridged work program and provided an operational update.
- On August 30, 2023, the Company announced the resumption of its exploration activities at the Mia Property.
- On September 13, 2023, the Company provided an update on its surface mapping and rock sampling activities at the Mia Property.

- On September 27, 2023, the Company announced it had completed its surface mapping and rock sampling activities at the Mia Property. Analytical results are not yet available as of the date of this Report.
- On October 11, 2023, the Company announced the early completion of the purchase of the Mia Property.
- On October 11, 2023, the Company announced that the field teams have been mobilized for the inaugural drill campaign.
- On October 23, 2023, the Company announced it had collared the first drill hole of its inaugural drill program and had two active drills operational at the Mia Zone at the west end of the Mia Property.
- On November 2, 2023, the Company announced that it entered into an agreement with 9219-8845 Quebec Inc., a private Quebec company dba Canadian Mining House (“CMH”) to buy back the 2% Net Smelter Production Royalty (the “NSR”) held by CMH on certain claims comprising the 100% owned Mia Lithium Property.
- On November 16, 2023, the Company provided an update on Phase 1 of its inaugural drill program at its wholly owned Mia Lithium Property.
- On December 4, 2023, the Company announce that it has received total proceeds of \$2,011,425 for exercised warrants that were issued pursuant to the private placement that closed on December 1, 2021.
- On December 13, 2023, the Company announced the results from the 2023 surface exploration program on the Mia Lithium Property.
- On December 20, 2023, the Company provided an update on its inaugural drill program at its Mia Lithium Property.
- On January 22, 2024, the Company announced the commencement of the winter drill program with the expectation of at least 4,000 metres.

Highlights for the Year Ended February 28, 2023:

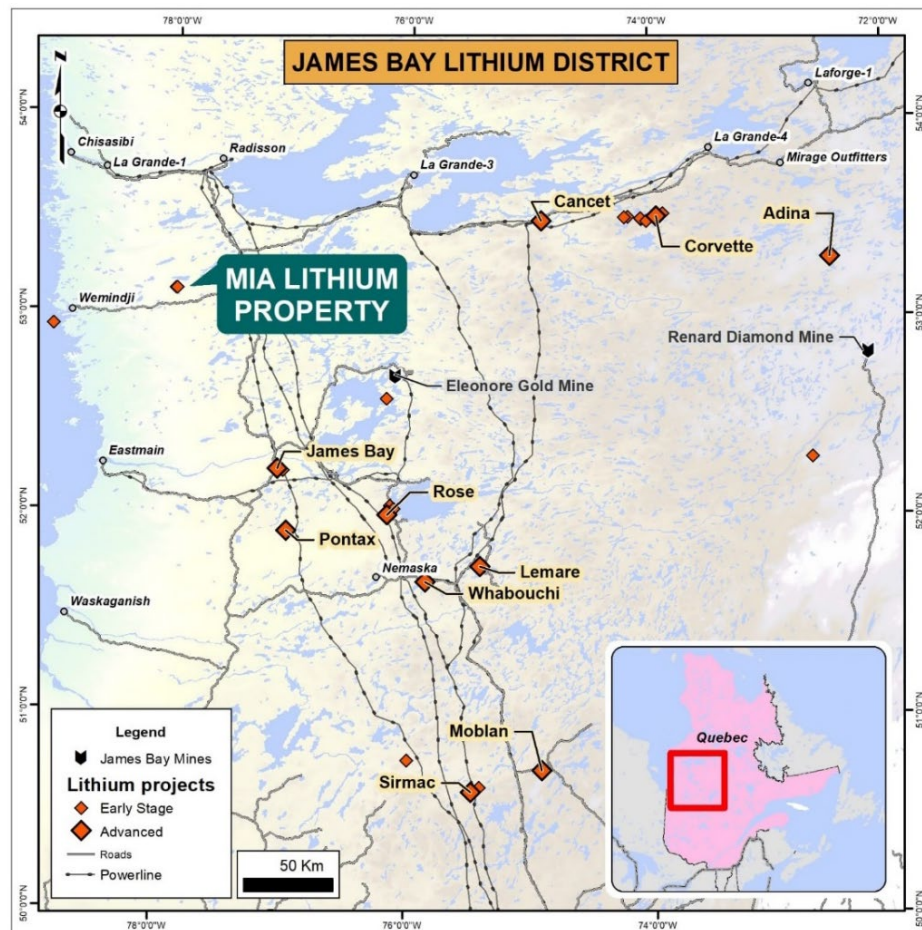
- On March 1, 2022, the Company commenced its initial field exploration campaign on the Big Hill Gold Project which consisted of two overlapping stages, with phase 1 involving surface work for drill target identification and phase 2 consisting of drilling at a high-priority target and on April 21, 2022, the Company announced that a drill rig and crew had been secured for the phase 2 drill campaign, designed to gain a deeper understanding of the nature and location of the feeder systems beneath the historical workings of the Queenslander mine located on the Big Hill Gold Project.

- On June 2, 2022, the Company reported that a total of 1,457 metres of RC drilling had been completed in 11 holes with all samples being shipped to the analytical lab for assaying.
- On July 22, 2022, the Company announced that it had received final assay results from the drill campaign at the Big Hill Gold Project. The drilling program targeted extensions to mineralization below historic underground workings at the Queenslander prospect, one of a number of high-grade historic mines in the Talgai Goldfield. The drilling successfully demonstrated structural continuity of the mineralized vein system ~100m down dip from the base of historical workings. Assay results returned from ALS-Global Brisbane showed low-grade intercepts across the vein and altered wallrock, including 10m @ 0.49g/t Au from 97m (BH013) but this initial, modest program did not intersect the higher-grade shoots reported in historical production records.
- On August 24, 2022, the Company announced that Blair Way had stepped down as Chief Executive Officer. Alicia Milne, the Company's President, assumed the role of CEO and on November 15, 2022, the Company announced the appointment of Simon Cohn to the Board of Directors.
- On November 28, 2022, the Company announced it had entered into an agreement with 9219-8845 Quebec Inc., a private Quebec company dba Canadian Mining House ("CMH") and certain investors in CMH ("CMH Nominees") to acquire a 100% interest in the 86 square kilometre Mia Property. Total consideration for the Mia Property was 13,000,000 common shares, \$500,000 cash and \$1,000,000 in exploration expenditures to be incurred by the one-year anniversary of the closing date of the acquisition.
- On December 19, 2022, the Company announced it had received TSX approval for the acquisition of the Mia Property. In consideration, the Company completed the first payment of 6,500,000 common shares and \$200,000 cash.
- On December 21, 2022, the Company announced the results from sampling programs completed on the Mia Property by the property vendors.
- On January 5, 2023, the Company announced that effective January 9, 2023, the Company's shares would commence trading on the TSX Venture Exchange under the new name Q2 Metals Corp. and the trading symbol would change from "OZAU" to "QTWO".
- On January 10, 2023, the Company announced the appointment of Jason McBride as the head of corporate communications and the grant of 2,300,000 stock options to directors, officers, and consultants of the Company to purchase an aggregate 2,300,000 common shares in the capital of the Company at an exercise price of \$0.42 per share until January 10, 2028.
- On January 23, 2023, the Company announced the appointment of Neil McCallum as a Director and Vice President of Exploration.

Mineral Properties

Mia Lithium Property

The Mia Property is comprised of 171 mineral claims, located 62 km East of Wemindji Community in the Eeyou Istchee James Bay Territory, Quebec. The lithium mineral showings are located approximately 10 kilometres from the nearest highway.

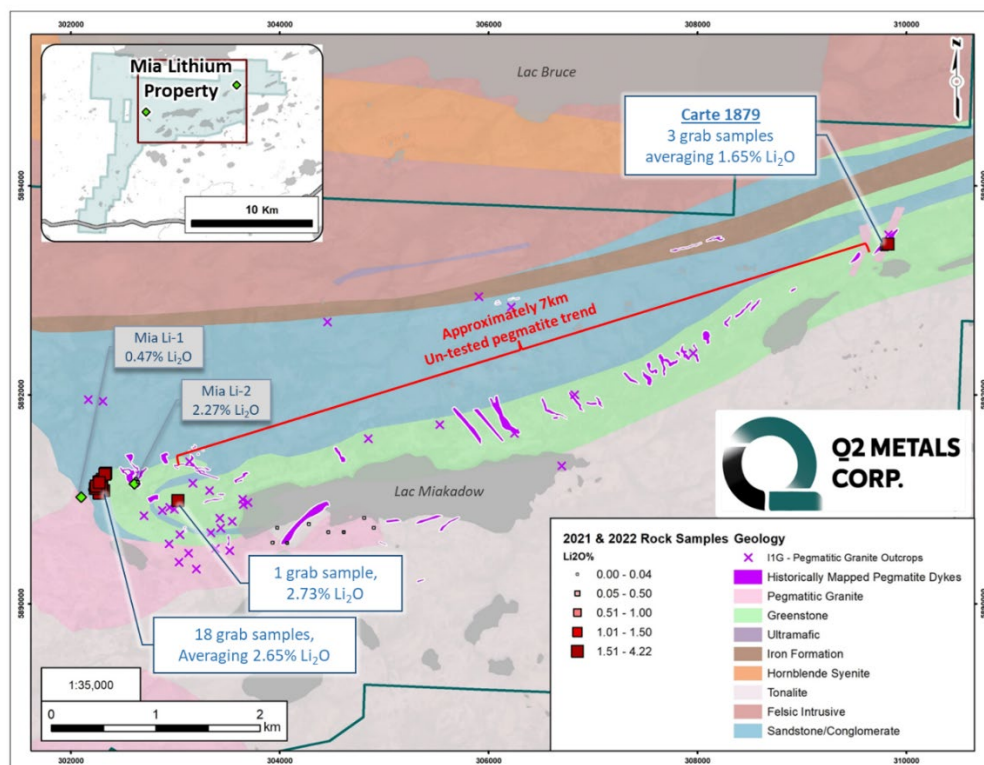


The Mia Property geology is part of the Yasinski Lake area, identified by narrow greenstone belt slivers, belonging to volcanic rocks and related sediment in the Yasinski Group and pierced by syn-tectonic tonalite and granodiorite suite. The Property is situated in the western extremity of this geological area, covering various lithologies and favourable structures, known to host spodumene bearing pegmatites. The southern half of the Property covers a northeast limb of the Vieux Comptoir granite and a concordant intrusive body described as a spodumene granite on SIGEOM, the Quebec provincial government's geomining information system: https://sigeom.mines.gouv.qc.ca/signet/classes/I1108_afchCarteIntr.

Historical work by Main Exploration Company Ltd. in 1959 ([GM10200](#)) (the "Main Report") reported several spodumene-bearing pegmatites on the Property and mapped an 8.3 km trend of discontinuous pegmatite intrusions. SIGEOM lists nine metallic deposits directly on the Mia

Property including two for lithium, namely Mia Li-1 and Mia Li-2. Carte 1879 is listed as a spodumene mineral deposit as no assays were recorded for it.

The westernmost mineral showings Mia-Li1 and Mia-Li2 were sampled in 1997 by Quebec government geologists and assays returned grades of 0.47% Li₂O and 2.27% Li₂O respectively. Numerous pegmatite intrusions have been recorded along the 8.3 km long trend but were never followed up for their lithium potential.



2021 & 2022 Sampling Details

A total of 17 pegmatite outcrop grab samples were collected in 2021 by Services Géologiques T-Rex Inc. of Rouyn-Noranda, Québec ("SGT"), with the aim of verifying the Mia Li-1 and Mia Li-2 lithium occurrences. The sample results confirmed the Mia Li-1 occurrence with five grab samples averaging 2.31% Li₂O. One sample was collected 700 metres east of the Mia Li-1 area with 2.73% Li₂O. A follow-up sampling program was conducted in fall 2022, with nineteen pegmatite outcrop grab samples collected by SGT for CMH. Thirteen samples were collected in the Mia Li-1 area and further confirmed the occurrence with an average grade of 2.79% Li₂O. Additionally, three samples were collected in the Carte 1879 occurrence and for the first time verified spodumene at this location with the results averaging 1.65% Li₂O. Three samples were collected from a pegmatite occurrence, outside of Figure 1 and returned only background levels of lithium.

2023 Exploration

The Company completed a compilation of historical data and a review of high-resolution satellite imagery at the Mia Property in April, 2023. Surface geophysics, consisting of induced polarity and resistivity (IP-resistivity) surveying, were completed by TMC Geophysique out of Val d'Or,

Quebec, and focused on the western section of the greenstone belt within the Mia Property and spanned approximately 4 kilometres, with 11 lines at 100-metre line spacing.

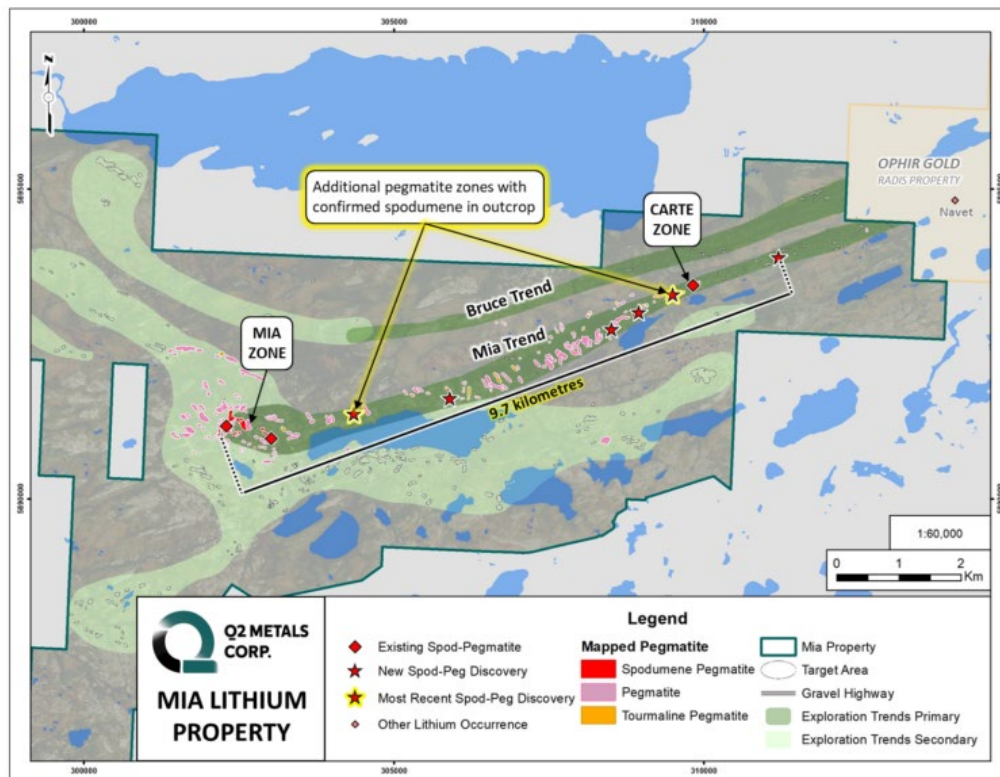
In late May, crews began conducting surface mapping/prospecting and rock sampling to explore and identify drill targets along the approximately 8-km long lithium trend. Field activities were temporarily halted on June 5, 2023 due to active forest fires in Northern Quebec.

A total of 28 pegmatite samples were collected of which six samples were collected from spodumene-mineralized pegmatite and the remaining 22 from non-mineralized pegmatite to broaden the understanding of the source-rock relationships, geochronology and/or zonation of the pegmatite. At the Mia Zone, the historically mapped spodumene-pegmatite was sampled and returned 2.73, 2.05 and 0.55% lithium oxide. This successfully verified the 2021 and 2022 work by the property vendors of 18 grab samples averaging 2.65% Li_2O . At the Carte Zone, the historically mapped spodumene-pegmatite was sampled and returned three spodumene-mineralized samples of 2.01, 1.57 and 1.04% Li_2O . This successfully verified the 2022 work by the property vendors of three grab samples averaging 1.65% Li_2O .

A property-wide high-resolution helicopter-borne magnetic survey was completed before the pause to the Company's field program. The survey was flown at a line spacing of 50 metres and at a height of approximately 15 metres above the surface. The preliminary results suggest that there are favourable extensions of the Mia trend beyond its current extent. A property-wide hyperspectral interpretation of ASTER and Sentinel-2 data was also completed during May and June by Terra Resources of Perth, Australia. The results of the survey generated 495 target areas on both the Mia Property and the Stellar Property.

The compilation, integration and refinement of the historical and 2023 work resulted in the definition of two high-priority exploration trends: the Mia Trend which is host to the two mineralized zones on the property as well as a corridor measuring six kilometres long of untested pegmatite and the parallel Bruce Trend to the north which contains a series of historically mapped pegmatite and hyperspectral targets that have not yet been sampled.

Surface mapping and rock sampling activities were conducted at the Mia Property in September, 2023. A total of six (6) new spodumene occurrences⁽¹⁾ were discovered and, with the previously known occurrences at Mia and Carte, there are now a total of nine (9) separate spodumene pegmatite zones within the Mia Exploration Trend. Of the new spodumene occurrences, one discovery was located 1,400 metres northeast of the Carte Zone, extending the distance between the lithium mineralized occurrences on the trend to 9.7 kilometres.



- (1) Cautionary Statement- the Company cautions that visual observations of spodumene should not be considered a proxy or substitute for laboratory analysis, which are required to determine the grade of the mineralisation. Analytical information will be reported when received.

A total of 192 individual pegmatite outcrops were mapped along the Mia Exploration Trend and rock samples were collected at these sites to confirm the presence of lithium or indicator elements which may suggest the presence of lithium nearby. The majority of the pegmatite outcrops along the Mia Trend exhibit a similar mineralogy and texture compared with the outcrops that have confirmed spodumene.

The sampling program conducted in September resulted in the discovery of eight (8) new mineralized zones. The Mia Trend now has 11 defined mineralized zones and includes:

- MIA-3 Zone with six (6) samples averaging 1.50 per cent Li₂O and 131 ppm Ta₂O₅.
- MIA-5 Zone with three (3) samples averaging 0.78 per cent Li₂O and 126 ppm Ta₂O₅.
- MIA-8 Zone with nine (9) samples averaging 2.07 per cent Li₂O and 30 ppm Ta₂O₅.
- MIA-9 Zone with three (3) samples averaging 1.90 per cent Li₂O and 66 ppm Ta₂O₅.
- MIA-1 Zone with six (6) samples averaging 1.8 per cent Li₂O and 40 ppm Ta₂O₅.
- MIA-2 Zone with eight (8) samples averaging 1.17 per cent Li₂O and 31 ppm Ta₂O₅.
- Carte Zone with two (2) samples averaging 1.68 per cent Li₂O and 51 ppm Ta₂O₅.

Minimal field work was completed at the Bruce Trend to the north and at a new high-priority trend (the "Lady Trend") located to the south of the Mia Zone during the mapping and sampling program. The geochemical results (tantalum, rubidium and cesium) from both the Bruce Trend

and the Lady Trend affirm each trend as being prospective for lithium-bearing LCT-style pegmatite mineralization.

The Bruce Trend contained three (3) samples with background lithium, but elevated tantalum (up to 70.2 ppm Ta₂O₅), rubidium (2,470 ppm Rb) and cesium (64.7 ppm Cs). One pegmatite sample contained a potassium-rubidium ratio of 16.2. The newly discovered pegmatite on the Lady Trend, located approximately 1.2 km south and parallel to the Mia Zone, contained three (3) samples with anomalous geochemistry. One (1) sample contained elevated lithium (214 ppm Li), and another contained elevated tantalum (up to 75.3 ppm Ta₂O₅), rubidium (582 ppm Rb) and cesium (32.6 ppm Cs). One pegmatite sample contained an anomalous potassium-rubidium ratio of 40.3.

Immediately beside the Carte Zone, five (5) spodumene-bearing boulders were also discovered. With the understanding that the glacial transport direction is from the northeast- to the southwest, the preliminary interpretations of these boulders are that they are sourced from the MIA-10 Zone, being the only known other mineralized zone to the northeast or that there is a new and as-yet to be discovered zone present to the northeast.

Follow-up work will be conducted on the Bruce Trend, the Lady Trend and the spodumene bearing boulders adjacent to the Carte Zone during the spring/summer 2024.

ZONE	Sample ID	Source	Li ₂ O (%)	Average Li ₂ O (%)	Ta ₂ O ₅ (ppm)	Be (ppm)	Cs (ppm)	Rb (ppm)	K/Rb Ratio	ZONE	Sample ID	Source	Li ₂ O (%)	Average Li ₂ O (%)	Ta ₂ O ₅ (ppm)	Be (ppm)	Cs (ppm)	Rb (ppm)	K/Rb Ratio
CARTE	B00293722	Outcrop	3.31	1.68	50.9	198	130	1239	12.9	MIA-7	B00293525	Outcrop	0.07		21.4	5	306	2677	17.9
CARTE	B00293759	Outcrop	0.04		51	34	125	2208	13.6	MIA-7	B00293526	Outcrop	0.11		29.4	>2500	1070	948	23.2
MIA-1	B00293613	Outcrop	1.68		11	12	26.9	316	31.6	MIA-7	B00293527	Outcrop	0.06		43	7	36.1	932	23.6
MIA-1	B00293737	Outcrop	2.14		36.5	5	19.8	1865	17.7	MIA-7	B00293532	Outcrop	0.03		79.1	439	109	180	27.8
MIA-1	B00293738	Outcrop	2.42	1.80	43.3	6	16	1026	17.5	MIA-7	B00293534	Outcrop	0.03		59.3	5	22.9	635	18.9
MIA-1	B00293699	Subcrop	1.68		30.9	6	35.7	1834	16.4	MIA-7	B00293541	Outcrop	0.05	0.05	18.4	9	48.9	726	19.3
MIA-1	B00293705	Outcrop	1.06		94.5	20	23.5	130	38.5	MIA-7	B00293542	Outcrop	0.03		37.7	6	33.7	904	21
MIA-1	B00293706	Outcrop	1.79		25.5	7	38.1	768	14.3	MIA-7	B00293711	Outcrop	0.03		95.4	8	31.3	221	13.6
MIA-2	B00293537	Outcrop	0.16		5.7	6	39	1694	39	MIA-7	B00293712	Outcrop	0.03		42.1	18	42.1	1129	19.5
MIA-2	B00293591	Outcrop	2.18		32	18	17.4	1033	15.5	MIA-7	B00293713	Outcrop	0.09		14.4	7	64.4	1258	13.5
MIA-2	B00293592	Outcrop	1.08		20.8	8	73.2	2829	13.8	MIA-7	B00293716	Outcrop	0.05		19	5	51.5	1969	19.8
MIA-2	B00293595	Outcrop	0.03		3.7	6	8.7	311	119	MIA-7	B00293703	Outcrop	0.04		27.2	6	34.3	776	16.8
MIA-2	B00293546	Outcrop	1.60	1.17	32.7	10	21.5	1169	18.8	MIA-8	B00293522	Outcrop	4.12		81	5	38.1	165	18.2
MIA-2	B00293549	Outcrop	2.73		59.3	173	15.3	208	24	MIA-8	B00293519	Outcrop	0.03		33.1	5	46.9	1288	27.2
MIA-2	B00293547	Outcrop	0.34		31.3	6	21.9	687	26.2	MIA-8	B00293521	Outcrop	6.45		4	5	73.5	323	15.5
MIA-2	B00293702	Subcrop	1.30		60.2	5	28.4	706	29.7	MIA-8	B00293523	Outcrop	3.22		18.1	7	450	2131	18.3
MIA-3	B00293596	Outcrop	0.30		134.3	200	88.3	2591	17.4	MIA-8	B00293524	Outcrop	0.07	2.07	49.3	6	81.2	1283	14
MIA-3	B00293599	Outcrop	2.58		115.1	96	41.1	1223	10.6	MIA-8	B00293751	Outcrop	0.02		19.7	6	85.7	1017	20.6
MIA-3	B00293601	Outcrop	0.72	1.50	135.5	77	73.2	4199	7.4	MIA-8	B00293752	Outcrop	0.03		43.8	13	81.3	1177	22.9
MIA-3	B00293602	Outcrop	0.73		140.4	116	22.4	1918	8.3	MIA-8	B00293753	Outcrop	4.71		6.8	5	140	405	19.8
MIA-3	B00293597	Outcrop	2.08		119.8	219	65.3	2714	9.6	MIA-8	B00293754	Outcrop	0.03		13.8	5	161	2982	21.8
MIA-3	B00293598	Outcrop	2.58		139.2	227	47.2	1391	11.5	MIA-9	B00293515	Outcrop	3.54		3.2	5	148	2147	19.1
MIA-4	B00293746	Outcrop	0.59	0.59	345.6	89	391	2048	9.8	MIA-9	B00293516	Outcrop	0.69	1.90	67.9	11	169	2449	14.7
MIA-5	B00293572	Outcrop	1.10		84	181	146	1726	12.2	MIA-9	B00293517	Outcrop	1.46		128.2	6	65.4	775	11.6
MIA-5	B00293575	Outcrop	1.15	0.78	103.5	107	173	2111	11.4	MIA-10	B00293611	Outcrop	0.12		214.9	262	199	2050	11.7
MIA-5	B00293689	Outcrop	0.11		190.5	119	280	1985	11.6	MIA-10	B00293612	Outcrop	0.37	0.25	98.3	181	251	2587	10.8
MIA-6	B00293544	Outcrop	0.04		19.7	8	52.8	278	21.6	LADY	B00293769	Outcrop	0.05	0.05	13.7	17	32	298	40.3
MIA-6	B00293545	Outcrop	0.11		21.5	10	126	989	19.2	BOULDERS	B00293724	Float	2.16		41.3	158	98.8	1053	9.5
MIA-6	B00293694	Outcrop	0.02	0.05	17.3	28	30.5	855	37.4	BOULDERS	B00293725	Float	1.12		49	141	467	5073	9.5
MIA-6	B00293697	Outcrop	0.05		17	11	37.1	991	16.1	BOULDERS	B00293726	Float	0.97	1.14	172.2	172	166	1621	9.9
MIA-6	B00293676	Outcrop	0.03		112.6	17	187	2528	19	BOULDERS	B00293727	Float	0.04		70.3	53	179	2665	11.3
Notes: This table includes samples containing >100ppm Li from the September, 2023 fieldwork										BOULDERS	B00293728	Float	1.42		79.2	35	55.7	642	7.8

Summary of Elevated Lithium Samples from September 2023 Fieldwork

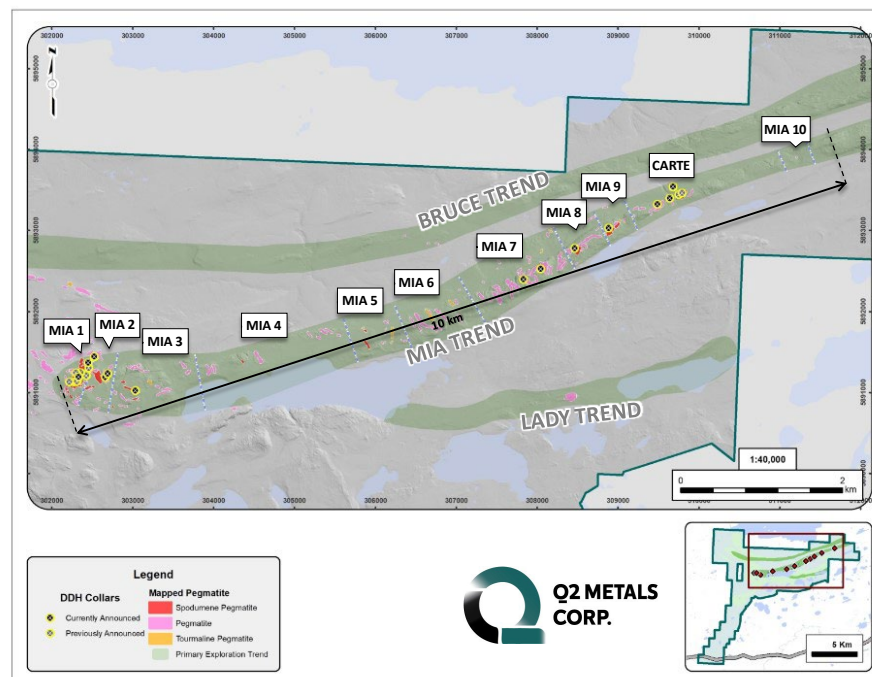
2023 Fall Drill Program

The inaugural drill program began on October 23, 2023 and concluded on December 15, 2023 for winter freeze-up. A total of 31 drill holes were completed on the Mia Trend for approximately

5,601 metres. One drill rig was used to test the main MIA 1, 2 & 3 zones (17 holes) while the other rig tested the Carte Zone (eight holes) and the greater Mia Trend (six holes at zones MIA 7,8 & 9).

The work completed at the MIA 1 Zone successfully traced the shallowly-dipping pegmatite between the southern fence of holes (MIA23-003/005/006/001) and the northern fence of holes (MIA23-021/024), for a north-south distance of 250 m and an east-west distance of approximately 90 m. Initial interpretations suggest that the same pegmatite bodies may extend eastward toward holes MIA23-014/016A at the MIA 2 Zone for an east-west distance of 300 m. The other mineralized bodies located vertically above will require additional work to model.

Drilling at the Carte Zone, which is at the eastern end of the 10 km Mia Trend, has defined two shallowly-dipping pegmatite bodies. The near-surface pegmatite body ranges in thickness between 3.4 and 7.3 m (core length).



Property-Scale Summary Map

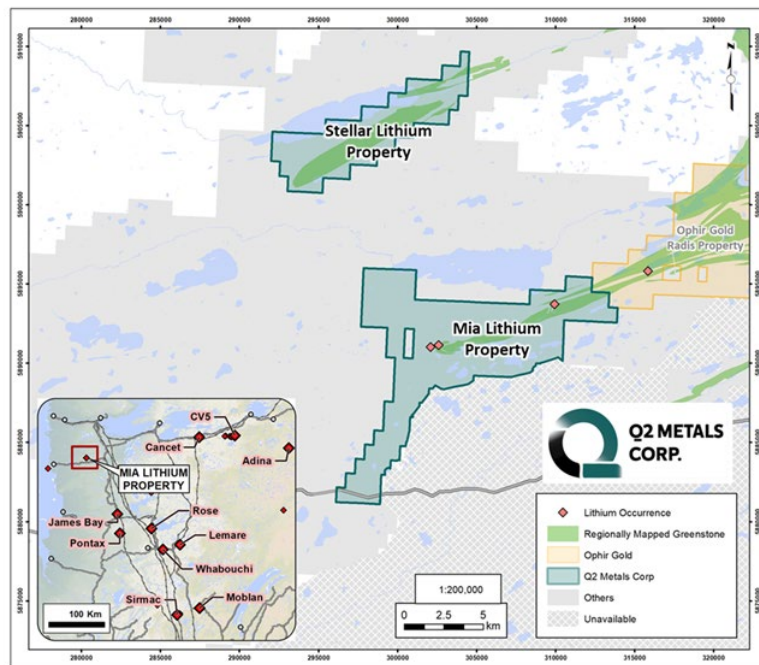
The geological team completed the processing of all 2023 drill holes and the samples were sent to the lab for analysis.

2024 Winter Drill Program

The 2024 Winter Drill Program commenced on January 18, 2024 and it is anticipated that it will consist of at least 4,000 metres, with potential to expand the campaign. The objective of the drill program is to expand the subsurface pegmatite zone at the MIA 1 and MIA 2 zones and test the other new mineralized discoveries along the Mia Trend.

Stellar Property

The Company acquired the Stellar Property for the cost of staking and is comprised of 77 claims totaling 3,972 hectares in the Eeyou Istchee James Bay Territory, Quebec, Canada. The Stellar Property has seen minimal historical exploration yet holds potential for spodumene-bearing pegmatite due to the regionally mapped greenstone belt rocks on the property. The majority of the spodumene-bearing LCT-style pegmatites in the Eeyou Istchee James Bay Territory are hosted within greenstone-belt rock types.



Big Hill & Titan Gold Projects, Queensland Australia

The Big Hill Gold Project consists of a single Exploration Permit (“EPM”) EPM 18255 covering 24km² and includes two discrete granted mining leases (“ML”) owned by Big Hill on the EPM. The EPM, which is within the Talgai Goldfield, covers the historic mines of Big Hill (ML50287), Queenslander, Monte Cristo and Sultan & Taylor (ML50286).

The Talgai Goldfield is one of eight historical Goldfields in the broader Warwick-Texas District active in the late 19th century, which include Canal Creek, Thanes Creek, Leyburn, Palgrave, Pikedale, Lucky Valley and MacDonald Goldfields. The bulk of production in the historical mines of EPM18255 and the broader Warwick-Texas District occurred from initial discovery in 1864 until the early 1900s. Small-scale activity continued during intermittent periods in the 20th century with many of the larger historic mines remaining under mining leases and which have had limited modern exploration over the main lode deposits to date.

Parts of EPM18255 have been covered by exploration permits almost continuously since 1980 as part of gold exploration programs within the broader Texas–Warwick district. The work programs involved varying amounts of mapping, stream sediment, soil and rock chip sampling.

The Titan Gold Project, contiguous to the Big Hill Gold Project, covers 109km² with 40 historic small scale high-grade mines under a single Exploration Permit 27507. Like the Big Hill Gold Project, Titan has had little modern exploration conducted since the 1980's and gives the Company a wider range of targets to explore for the source of the historic gold mines.

Big Hill Gold Project Acquisition

On September 3, 2021, the Company signed a definitive Share Sale Agreement (the "Big Hill Agreement") with Mining Projects Accelerator Pty Ltd. ACN 629 011 196 ("MPX"), a private Australian company, pursuant to which the Company acquired MPX's ownership of 80% of the outstanding common shares (each, a "Big Hill Share") of Big Hill Gold Mining Company Pty Ltd. ACN 081 474 179 ("Big Hill"). Big Hill holds a 100% interest in an exploration permit and two mining licenses comprising the Big Hill Gold Property located in Queensland, Australia (the "Big Hill Gold Property").

Pursuant to the terms of the Big Hill Agreement, the Company acquired all of the shares that MPX owned in Big Hill, equal to 80% of the outstanding Big Hill Shares (the "Sale Shares") and assumed all of the rights and obligations of MPX as a shareholder of Big Hill. In consideration for the purchase of the Sale Shares, the Company issued 17,500,000 common shares of the Company (the "Payment Shares") to MPX and pro rata to its shareholders at a fair value of \$0.17 per Payment Share. The Big Hill Acquisition received TSX approval on December 1, 2021 and on December 17, 2021, the Company acquired an additional 15% of the outstanding Big Hill Shares, increasing its shareholdings to 95% of the total outstanding Big Hill Shares by paying \$275,325 CAD (AU\$300,000) to the minority shareholder of Big Hill.

The remaining 5% of the shares of Big Hill may be acquired from the minority shareholder for AU\$700,000. Upon the Company acquiring the remaining 5% of Big Hill the non-controlling interest will receive a 0.75% net smelter royalty.

Titan Gold Project Acquisition

On January 28, 2022, the Company completed a definitive Share Sale Agreement (the "Orefox Agreement") with Orefox Exploration Pty Ltd. ACN 636 974 420 ("Orefox Exploration"), a private Australian company, pursuant to which the Company acquired 100% of the outstanding common shares of Orefox Titan Pty Ltd. ACN 640 056 131 ("Orefox Titan"). Orefox Titan holds a 100% interest in the Titan Gold Project.

Pursuant to the terms of the Orefox Agreement, the Company acquired all of the shares that Orefox Exploration owned of Orefox Titan and assumed all of the rights and obligations of Orefox Exploration as a shareholder of Orefox Titan. In consideration for the purchase of the Sale Shares, the Company issued 300,000 common shares of the Company to Orefox Exploration at a deemed price of \$0.35 per share. At the acquisition date, the sole asset of Orefox Titan consisted of the Titan Gold Property.

Exploration Work

Exploration over the EPM completed by MPX in 2020 comprised surface geochemical sampling including rock chips and soils, a ground magnetic survey and 2 diamond drillholes. In March, 2022, the Company commenced an initial exploration program on the Big Hill Project which consisted of two overlapping stages, with Phase 1 involving surface work for drill target identification and Phase 2 consisting of drilling at high priority targets.

The Phase 1 surface field program was designed to verify the locations of historical drill collars, adits and open-cut locations as well as property-wide prospecting, rock sampling, soil sampling, and channel cutting in outcrops, historic workings, adits and other areas of interest.

Phase 2 of the exploration program consisted of an 11 hole, 1,457 meters RC drill campaign that targeted extensions to the mineralization below historic underground workings at the Queenslander mine. The drilling successfully demonstrated structural continuity of the mineralized vein system ~100m down dip from the base of historical workings and assay results returned from ALS-Global Brisbane showed low-grade intercepts across the vein and altered wallrock, including 10m @ 0.49g/t Au from 97m (BH013).

Preliminary field work on the Titan Gold Project was included in the first phase of the Big Hill Gold Project exploration program to determine key areas of interest. A limited rock and soil sampling program was completed and sent for lab analysis at ALS-Global Brisbane. A rock sample of quartz veining from the Guiding Star prospect returned 4.63 g/t Au, however the remaining rock and soil sample results were not significant.

Selected Annual Financial Data

The following selected financial data is derived from the audited financial statements of the Company prepared in accordance with IFRS.

	Year ended February 28, 2023	Year ended February 28, 2022	Year ended February 28, 2021
		\$	\$
Operations			
Revenues	-	-	-
Expenses	1,898,841	1,432,921	181,345
Net Loss	1,898,841	2,251,394	163,666
Balance Sheet			
Working Capital	11,238,880	1,012,909	(318,704)
Total Assets	19,361,507	4,794,807	909,278

Results of Operations

The Company had a net loss of \$488,043 (\$0.01 per share) during the nine months ended November 30, 2023, compared with a net loss of \$512,175 (\$0.01 per share) during the nine months ended November 30, 2022. No revenues were earned in either period. The significant expenses for the periods include the following:

- Investor relations (2023: \$149,014; 2022: \$25,014) increased due to additional investor relations services provided during the period;
- Consulting fees (2023: \$237,053; 2022: \$137,745) increased due to the additional business activities of the Company;
- Share-based compensation (2023: \$1,038,199, 2022: \$nil) increased due to the options granted during the period;
- Interest income (2023: \$357,780, 2022: \$nil) increased due to the Company's strong cash position; and
- Flow-through premium recovery (2023: \$986,917, 2022: \$nil) increased as the Company incurred eligible flow-through expenditures.

Summary of Quarterly Results

The following selected information has been extracted from the Company's unaudited quarterly financial statements. All amounts are stated in Canadian dollars in accordance with IFRS.

	November 30, 2023	August 31, 2023	May 31, 2023	February 28, 2023
Revenue (loss)	Nil	Nil	Nil	Nil
Net income (loss)	644,800	(68,890)	(1,063,953)	(1,386,666)
Net (loss) per share	0.01	(0.00)	(0.02)	(0.03)
Total assets	29,039,442	26,063,029	19,384,923	19,361,507
Working capital	8,053,884	9,416,987	9,822,307	10,238,879
Total liabilities	2,968,943	1,714,407	1,759,911	1,902,919
Equity	26,070,499	24,348,622	17,625,012	17,458,587

	November 30, 2022	August 31, 2022	May 31, 2022	February 28, 2022
	\$	\$	\$	\$
Revenue (loss)	Nil	Nil	Nil	Nil
Net income (loss)	(111,251)	(213,694)	(187,230)	(2,059,938)
Net (loss) per share	(0.00)	(0.01)	(0.00)	(0.05)
Total assets	4,464,288	4,311,353	4,564,838	4,782,749
Working capital	479,942	406,020	678,964	1,012,909
Total liabilities	185,977	131,644	171,435	202,116
Equity	4,278,311	4,179,709	4,393,403	4,580,633

Liquidity and Capital Resources

The Company is dependent on raising funds by the issuance of shares, borrowing or subsequent disposition of interests in mineral properties it may own or otherwise acquire in order to finance further acquisitions, undertake exploration of other mineral properties and meet general and administrative expenses in the immediate and longer term.

As at November 30, 2023, the Company had cash and cash equivalents of \$10,117,207 as compared to \$12,010,842 at February 28, 2023. The Company had a working capital of \$8,053,884 at November 30, 2023, compared with a working capital of \$10,238,879 at February 28, 2023.

The future funding needs of the Company are dependent upon the Company's ability to obtain additional equity and/or debt financing. The inability to raise adequate financing would jeopardize the Company's ability to maintain its property. The Company continues to closely monitor its ongoing requirements and to explore all methods of raising additional funds. There can be no certainty that such additional funds may be raised when required.

Related Party Transactions

During the nine months ended November 30, 2023 and 2022, the Company incurred the following transactions with officers or directors of the Company:

	2023		2022	
Key management compensation* - cash	\$	291,500	\$	175,000
Compensation – share-based compensation	\$	581,392	\$	-

* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's executive officers and certain members of its Board of Directors.

Officers and directors of the Company and companies controlled by such individuals were owed \$nil as at November 30, 2023 (February 28, 2023 – \$19,996) for services rendered and for expenses incurred in the ordinary course of business. The amounts are unsecured, non-interest bearing with no fixed terms of repayment.

On April 1, 2022, the Company transferred its Nevada Rose, Angelo Bell, Coral Zinc and Round Pond properties to its wholly-owned subsidiary Minfocus International Inc. ("MFI") and on May 30, 2022, the Company sold MFI to a former director, now an arm's length party, as settlement for aggregate amounts owing of \$60,000.

Outstanding and Convertible Common Shares

The issued and outstanding shares of the Company total 87,715,968 as of November 30, 2023 (February 28, 2023: 75,748,693).

Subsequent to November 30, 2023 and up to the date of this report, 300,000 share purchase warrants priced at \$0.25 per share were exercised for gross proceeds of \$75,000 and 1,400,000 shares were issued with a fair value of \$392,000 (\$0.28 per share) for the share portion of the NSR payment to CMH.

Shares issued during the nine months ended November 30, 2023:

On June 1, 2023, the Company issued 6,500,000 shares with a fair value of \$6,630,000, or \$1.02 per share, in connection with the acquisition of the Mia Property.

During the nine months ended November 30, 2023, 4,756,436 share purchase warrants priced at \$0.25 per share were exercised for gross proceeds of \$1,189,109, 484,339 share purchase warrants priced at \$0.305 per share were exercised for gross proceeds of \$147,723, 126,500 finder's warrants priced at \$0.25 were exercised for gross proceeds of \$31,625, and 100,000 stock options priced at \$0.20 were exercised for gross proceeds of \$20,000.

Shares issued during the year ended February 28, 2023:

On December 2, 2022, the Company issued 6,500,000 shares with a fair value of \$3,152,500, or \$0.485 per share, in connection with the acquisition of the Mia Property.

On December 15, 2022, the Company completed a non-brokered private placement of 12,500,000 units (each, a "Unit") at a price of \$0.10 per Unit for gross proceeds of \$1,250,000. Each Unit consists of one common share of the Company (each, a "Share") and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into one additional Share at a price of \$0.305 for two years after the date of issuance. Directors of the Company participated in the private placement for an aggregate 331,612 units.

On February 23, 2023, the Company completed a non-brokered private placement of 4,975,000 units at a price of \$0.50 per unit (the "NFT Units") for gross proceeds of \$2,487,500. Each NFT Unit consists of one non-flow-through common share and one warrant, entitling the holder to acquire one additional non-flow-through common share at a price of \$1.25 per share for a period of two years.

On February 23, 2023, the Company completed a non-brokered private placement of 333,333 units at a price of \$0.75 per unit (the "Additional Units") for gross proceeds of \$250,000. Each Additional Unit consists of one non-flow-through common share and one warrant, entitling the holder to acquire one additional non-flow-through common share at a price of \$1.25 per share for a period of two years.

On February 23, 2023, the Company completed a non-brokered private placement of 6,250,000 units at a price of \$1.04 per unit (the "Series C Units") for gross proceeds of \$6,500,000. Each Series C Unit consists of one flow-through common share (a "FT Share") and one share purchase warrant, entitling the holder to acquire one additional non-flow-through common share at a price of \$1.25 per share for a period of two years. A total of 312,500 units ("Finder Units"), consisting of one common share and one warrant ("Finders Unit Warrants") and an additional 625,000 warrants ("Finder's Warrants") were issued to Churchill SIG Pty Ltd. of Subiaco, Western Australia. Each of the Finder's Unit Warrants are exercisable into one Share at a price of \$1.25 per share for a period of two years, and the Finder's Warrants are each exercisable into one Share at a price of \$0.50 per share for a period of two years.

On February 23, 2023, the Company completed a non-brokered private placement of 1,350,000 units at a price of \$0.75 per unit (the "Series R Units") for gross proceeds of \$1,012,500. Each Series R Unit consists of one FT Share and one Warrant; entitling the holder to acquire one additional non-flow-through common share at a price of \$1.25 per share for a period of two years.

During the year ended February 28, 2023, 3,054,000 share purchase warrants priced at \$0.25 were exercised for gross proceeds of \$763,500, 100,000 share purchase warrants priced at \$0.305 were exercised for gross proceeds of \$30,500, and 25,714 stock options priced at \$0.40 were exercised for gross proceeds of \$10,286.

The following is a breakdown of the share capital of the Company, on an annual basis and the date of this report:

	January 29, 2024	November 30, 2023	February 28, 2023
Common Shares	89,415,968	87,715,968	75,748,693
Stock Options	7,154,285	7,154,285	6,004,286
Warrants	19,320,258	20,285,258	25,652,533
Fully Diluted Shares	115,892,535	115,157,534	107,405,512

The following table summarizes information about stock options outstanding and exercisable at the date of this report:

Number of Options	Exercise Price	Expiry Date	Number of Exercisable Options
204,285	\$0.35	September 9, 2025	204,285
3,400,000	\$0.20	December 7, 2026	3,400,000
2,300,000	\$0.42	January 10, 2028	2,300,000
1,250,000	\$0.85	March 2, 2028	1,250,000
7,154,285			7,154,285

On March 2, 2023, the Company issued 1,250,000 stock options to directors and consultants. The options are exercisable at the price of \$0.85 per share until March 2, 2028. A fair value of \$1,038,199 was determined using the Black-Scholes valuation model. The following weighted average assumptions were used: share price - \$0.85; dividend yield - 0%; expected volatility - 187.21%; risk free interest rate - 3.66%; and expected life - 5 years. The options vested immediately upon grant.

The following table summarizes information about warrants outstanding and exercisable at the date of this report:

Number of Warrants	Exercise Price	Expiry Date	Number of Exercisable Warrants
5,474,425	\$0.305	December 19, 2024	5,474,425
12,908,333	\$1.25	February 23, 2025	12,908,333
625,000	\$0.50	February 23, 2025*	625,000
312,500	\$1.25	February 23, 2023*	312,500
19,320,258			19,320,258

*indicates broker warrants

Financial Risk Factors

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate, and metals price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at November 30, 2023, the Company had a cash balance of \$10,117,207 (February 28, 2023 - \$12,010,842) to settle current liabilities of \$2,968,943 (February 28, 2023 - \$1,902,920). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. The Company has no other contractual obligations other than trade and other payables. As discussed in Note 1 of the condensed interim consolidated financial statements, the Company's ability to meet its obligations and carry out its planned exploration activities is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing.

Market risk

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest-bearing accounts of select major Canadian chartered banks and financial institutions. The Company regularly monitors compliance to its cash management policy.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and a significant portion of the Company's expenditures are transacted in Canadian dollars. As a result, the Company's exposure to the foreign currency risk is minimal at this time but may increase as the Company develops its Australia-based properties.

(c) Commodity price risk

The Company is exposed to price risk with respect to base and precious metal prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to price movements and volatilities. The Company closely monitors prices to determine the appropriate course of action to be taken by the Company.

(d) Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with amounts receivable, which is comprised of GST/HST receivable due from the Government of Canada. The Company has no significant concentration of credit risk arising from its operations. Management believes that the credit risk concentration with respect to amounts receivable is low.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Significant Accounting Policies and Estimates

The preparation of consolidated financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities, revenues, and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgement on matters which are inherently uncertain. Details of the Company's significant accounting policies and new standards not yet adopted by the Company can be found in the audited consolidated financial statements for the year ended February 28, 2023.

Forward Looking Statements

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, which address future production, reserve potential, exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include

market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance, that the Company expressly disclaims any responsibility for revising or expanding the forward-looking statements to reflect actual results or developments, and that actual results or developments may differ materially from those projected, in the forward-looking statements.

Readers are referred to the more detailed information described in other disclosure documents filed with the applicable Canadian securities regulatory authorities and available at <https://www.sedarplus.ca/landingpage>.