GT RESOURCES INC.

(formerly Palladium One Mining Inc.)

Management's Discussion and Analysis

For the years ended December 31, 2023 and 2022

INTRODUCTION

The management discussion and analysis ("MD&A") of financial condition and results of operations focuses upon the activities, results of operations, liquidity and capital resources of GT Resources Inc. (formerly Palladium One Mining Inc)(the "Company" or "GT Resources") for the year ended December 31, 2023. In order to better understand the MD&A, it should be read in conjunction with the audited financial statements for the years ended December 31, 2023 and 2022 and related notes. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and filed with appropriate regulatory authorities in Canada. This MD&A is current to April 16, 2024 and expressed in Canadian dollars unless otherwise stated.

FORWARD LOOKING STATEMENTS

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the size and timing of future exploration on and the development of the Company's properties are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of our common share price and volume and other reports and filings with the applicable stock exchange on which the Company's common shares are listed and applicable Canadian securities regulations. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com).

This MD&A has been prepared in accordance with the requirements of National Instrument 43-101, "Standards of Disclosure for Mineral Projects", and National Instrument 51-102, "Continuous Disclosure Obligations."

Qualified Person

Mr. Neil Pettigrew, P.Geo., the Qualified Person as defined by National Instrument 43-101, is the Vice President of Exploration and a director of the Company and has reviewed and approved the technical information in this document.

OVERVIEW

The Company is a mineral exploration and development company whose common shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "GT" and is engaged in the exploration of mineral properties. Its assets consist of the Lantinen Koillismaa ("LK") PGE-Cu-Ni and Kostonjarvi ("KS") Cu-Ni-PGE Projects, located in North-Central Finland; the Tyko I Ni-Cu-PGE, Tyko II Ni-Cu-PGE, and Disraeli PGE-Ni-Cu Projects, near Thunder Bay, Ontario, Canada; and the Canalask Project, located in Yukon, Canada. On May 2, 2023, the Company acquired MetalCorp Limited ("MetalCorp") which owns a 100% interest in the Hemlo East, Big Lake and Playter Projects in Northern Ontario and the North Rock and Black Bear Projects in Northwestern Ontario.

HIGHLIGHTS DURING AND SUBSEQUENT TO THE YEAR ENDED DECEMBER 31, 2023

Exploration

Tyko I Ni-Cu-PGE Property ("Tyko I Property"), Ontario, Canada

- On January 12, 2023, the Company reported additional assay results from the West Pickle massive sulphide discovery including 10.3% Ni, 2.9% Cu, 0.15% Co, 0.80 g/t Total Precious Metals ("TPM") over 1.8 meters in hole TK-22-073.

- On January 26, 2023, the Company announced that a high-resolution airborne magnetic survey had commenced at the Tyko Project and that the Company had acquired an additional 4,520 hectares through staking contiguous with the Tyko Project.

- On February 6, 2023, the Company reported additional assay results from the West Pickle massive sulphide discovery including 3.9% Ni, 2.5% Cu, 0.05% Co, 0.55 g/t TPM over 2.0 meters in hole TK-22-074.

- On February 23, 2023, the Company announced drill results from the Smoke Lake Zone and reconnaissance drilling in the RJ Area, where the Company had discovered a new mineralized Chonolith/Feeder Dyke on the Tyko Project. The Smoke Lake Zone infill drilling at depth returned assay results including 3.5% Ni, 1.2% Cu, and 0.8g/t TPM over 3.4 meters in hole TK22-082.

- On March 27, 2023, the Company announced the discovery of a new high-grade nickel-copper zone ("Ember Zone") located 3.5 kilometers southwest of the Smoke Lake Zone. The Company reported assay results from the Ember Zone including 2.0% Ni, 0.4% Cu over 1.9 meters in hole TK22-104.

- On April 19, 2023, the Company announced drill results from the West Pickle Zone including 0.6% Ni, 0.4% Cu, 0.01% Co, 0.08 g/t TPM over 28.2 meters in hole TK22-114

- On May 16, 2023, the Company reported initial results of the 2023 exploration program on the Tyko Nickel-Copper Project, including results of a high-resolution magnetic survey.

- On August 22, 2023, the Company announced the discovery of several highly anomalous nickel, copper, and cobalt soil anomalies with values up to 785 ppm nickel, 431 ppm copper, and 49 ppm Cobalt. The soil sampling was conducted along an interpreted chonolith / feeder dyke structure, potentially linking the West Pickle and RJ Zones, which are 2.5 kilometers apart. The Company also announced that it earned an 80% interest in the Pezim II Property which contains the high-grade West Pickle Zone, which forms part of the larger Tyko Nickel – Copper Project.

- On October 30, 2023, the Company announced the discovery of a large MT resistivity anomaly on the Tyko I property. The MT resistivity anomaly is coincident with the high-grade West Pickle Zone and extends eastward toward the RK Zone suggesting that they form one continuous mineralizing system.

- On December 19, 2023 the Company reported that soil sampling had identified up to 0.43% copper in soil from a new chonolith ("magma conduit"), newly named Blaze. The Blaze chonolith is interpreted to be part of the feeder ("magma conduit") system that emplaced the Bulldozer mafic-ultramafic intrusion at Tyko I.

- On February 1, 2024, the Company announced initial results from the 2023 drill program on the Tyko I Property. Highlights included new areas of nickel mineralization and new Chonolith/Feeder Dyke structures discovered, and a new nickel zone identified with intercepts returning up to 0.4% Ni and 0.2% Cu over 2.7 meters including 1.0% Ni and 0.4% Cu over 0.9 meters in hole TK23-128 in an area with soil anomalies as high as 0.15% Ni, 0.27% Cu and 86 parts per billion ("ppb") Pd + Pt.

Tyko II Ni-Cu-PGE Property ("Tyko II Property"), Ontario, Canada

- On September 11, 2023, the Company announced the expansion of the Tyko Nickel – Copper District with the acquisition of the highly prospective 8,620-hectare Tyko II Copper – Nickel – PGE Property, located approximately 10 kilometers north of the Tyko I (formerly "Tyko") property, and 15 kilometers east of the town of Manitouwadge, Ontario, Canada.

- On September 28, 2023, the Company announced preliminary results from a Versatile Time Domain Electromagnetic airborne ("VTEMmax") survey on the Tyko II property, including seven (7) multi-line, electromagnetic ("EM") anomalies. Several single-line EM anomalies were also identified. Drill permits are in hand to test five (5) of the seven (7) anomalies.

- On November 21, 2023, the Company reported initial soil and prospecting results from the Fall 2023 exploration program on the Tyko II Property including grab Samples up to 1.04% Ni, 0.22% Cu, 0.13% Co, 2.42 g/t Pd, 0.15 g/t Pt and 0.01 g/t Au from historic trenches on the Kejimalda Zone of the Feries-Moshkinabi mafic-ultramafic complex, and soil samples up to 3,380 ppm or 0.34% Cu, and 321 ppm Ni from the Gionet Zone area coincident with a newly identified VTEM anomaly located east of the Gionet Zone.

- On March 11, 2024, the Company reported final results from the 2023 drill program on the Tyko II Property. Massive sulphide was intercepted at the base of the Moshkinabi intrusion thereby supporting the prospectivity for additional massive sulphide mineralization at Tyko II. Drilling returned 0.8% Ni, 0.6% Cu over 0.7 meters including 0.9% Ni, 0.6% Cu over 0.4 meters in hole TK23-141. Also intersected was disseminated copper–palladium-rich mineralization within the Kejimalda Zone, which represents an additional style of mineralization and further supports the prospectivity of the area. Drilling returned: 0.1% Cu, 0.33 g/t TPM ("Platinum + Palladium + Gold") over 24.3 meters including 0.23% Cu, 0.73 g/t TPM over 2.0 meters in hole TK23-142.

Canalask Nickel-Copper Project, Yukon, Canada

- On July 10, 2023, the Company provided an exploration update for the Canalask Nickel-Copper Project. Highlights included that a Class 1 Exploration Permit had been received, the 2023 Field exploration program had begun, and reprocessing and modelling of historical geophysical data was underway.

- On January 16, 2024, the Company announced that Electromagnetic ("EM") survey results have been received and interpreted from the fall program on the Canalask Nickel – Copper Project, located in the Kluane mafic-ultramafic belt, Yukon, Canada. The high-resolution ground-based EM survey confirmed the presence of a strong untested conductor down plunge of historic shallow drilling and within the mafic-ultramafic chonolith / dyke.

Recent Corporate Developments

On April 11, 2023, the Company completed a $4,252,050 non-brokered private placement financing (the "Private Placement") with a wholly owned subsidiary of Glencore plc ("Glencore"). Pursuant to the Private Placement, the Company issued 28,347,000 common shares at C$0.15 per common share.

In connection with the Private Placement, the Company and Glencore entered into an investor rights agreement (the "Investor Rights Agreement"), pursuant to which Glencore is entitled to certain customary rights including participation rights on future equity security issuances and a right to nominate an individual to the technical committee of Company. Under the Investor Rights Agreement, Glencore will agree to certain customary transfer and standstill restrictions.

On May 2, 2023, the Company completed an acquisition of 100% of the outstanding shares of MetalCorp Limited ("MetalCorp") by way of a statutory plan of arrangement under the Business Corporations Act (Ontario) (the "Transaction"). Under the terms of the Transaction, former shareholders of MetalCorp received 0.30 (the "Exchange Ratio") of a common share in the capital of the Company in exchange for each common share in the capital of MetalCorp held. Outstanding options to acquire MetalCorp shares outstanding immediately prior to the closing of the transaction were exchanged for stock options to purchase common shares of the Company at the Exchange Ratio. A total of 38,679,050 common shares of GT were issued in exchange for the outstanding shares of MetalCorp as well as 3,585,000 stock options to purchase common shares of the Company were exchanged for outstanding options to purchase MetalCorp Shares. As a result of the Transaction, MetalCorp became a wholly-owned subsidiary of the Company. Transaction costs incurred related to the Transaction were $206,846 and were expensed as exploration and evaluation expenditures.

On May 12, 2023, pursuant to the terms of the Investor Rights Agreement, Glencore elected to exercise its pro-rata equity participation rights and has subscribed for 7,439,071common shares in the capital of the Company to maintain its ownership interest in the Company. The common shares were issued at a price of $0.11 per common share for aggregate proceeds of $818,298 ("the Financing). Following this Financing, Glencore holds approximately 9.99% of the Company's equity on a partially diluted basis.

Professional fees and exchange fees related to private placements in 2023 were $97,288.

On July 24, 2023, the shareholders of the Company approved a new rolling up to 10% share-based compensation plan, whereby the maximum number of common shares that may be reserved for issuance upon the exercise of all awards granted under the Plan is fixed at 10% of the outstanding common shares, less the number of common shares reserved for issuance under all other equity compensation plans of the Company.

On July 31, 2023, the Company announced the publication of its second annual Environmental, Social and Governance ("ESG") report ("2022 ESG report") for the year ended December 31, 2022. The report is an overview of the Company's ESG commitments, practices and performance for 2022.

On December 27, 2023, the Company announced the appointment of Mr. Cameron Bell, M.Sc., P.Geo to its board of directors. The Company also announces the retirement of Mr. Peter Lightfoot from its board of directors.

On February 15, 2024, the Company announced that it would be changing its name to GT Resources Inc., effective March 4, 2024.

MINERAL PROPERTIES

Lantinen Koillismaa PGE-Cu-Ni Project ("LK Project"), Finland

The LK Project is located in North-Central Finland approximately 60 km north of the village of Taivalkoski. The Property is situated about 130 km southeast of the town of Rovaniemi and 160 km northeast of the port city of Oulu and is accessed by major paved roads and local access on gravel or dirt roads.

The elements palladium, platinum, gold, copper, cobalt, and nickel are known to be present and have been analysed in drilling and surface sampling in the Property. The deposit type is an open pit style, with disseminated sulphide mineralization along the prospective basal unit of the Koillismaa Complex, with similarities to Platreef type deposits of the Bushveld Igneous Complex. The Kollismaa Complex forms part of the 2.5-2.4 Ga Tornio-Näränkävaara Layered Intrusion Belt that runs roughly east – west across Finland and into neighbouring Russia. The Koillismaa Complex is part of a suite of Paleoproterozoic continental rift-related intrusions which are highly prospective for PGE-Cu-Ni sulphide deposits.

The LK Project area is covered by Exploration Permits and Reservation Notifications. Exploration Permits are divided into two groups; the Kaukua Group consisting of the Kaukua and Murtolampi targets and the Haukiaho Group covering the Lipeävaara and Haukiaho targets. An Exploration Permit is granted for a fixed term of up to 4 years and can be renewed for up to 3 years at time for a total maximum duration of 15 years, excluding renewal review periods, and includes preceding comparable permits, which are referred to as Claims in the old Mining Act (pre-2011). Reservations are granted for up to 2 years and are not renewable but must either be converted into Exploration Permits or released.

In Q1 2022, the Company finalized the LK project Phase II metallurgical testing program and announced an interim updated Mineral Resource Estimate for the LK Project on April 25, 2023. The Indicated and Inferred Mineral Resource Estimate ("MRE") was prepared by the Company under the supervision of SLR Consulting (Canada) Ltd. (formerly Roscoe, Postle Associates Inc.) and is disclosed in accordance with National Instrument 43-101 ("NI43-101") for the 100%-owned Läntinen Koillismaa ("LK") Project in north-central Finland.

The below tables summarize the updated Mineral Resource Estimate (Table 1a) and the Mineral Resource Estimate in-situ contained metal (Table 1b):

Table 1a – LK Project Mineral Resource Estimate – April 2022

MINERAL RESOURCE ESTIMATE - April 2022 Tonnes & Grade - US$1,700 Pd per oz									
	Strip Ratio	Tonnes (Mt)	Pd (g/t)	Pt (g/t)	Au (g/t)	TPM (g/t)	Cu (%)	Ni (%)	Co (g/t)
Indicated									
Kaukua Area	**1.50**	**38.2**	**0.61**	**0.22**	**0.07**	**0.89**	**0.13**	**0.11**	**64.56**
Inferred									
Kaukua Area +Murtolampi	**1.45**	**30.8**	0.52	0.20	0.08	**0.80**	0.14	0.14	86.07
Haukiaho	**0.58**	**18.9**	0.27	0.11	0.10	**0.48**	0.18	0.14	54.30
Total Inf.	**1.26**	**49.7**	**0.43**	**0.17**	**0.09**	**0.68**	**0.16**	**0.14**	**73.98**

Table 1b – LK Project In-situ contained metal – April 2022

MINERAL RESOURCE ESTIMATE - April 2022 Contained Metal - US$1,700 Pd per oz								
	Strip Ratio	Pd (M oz)	Pt (M oz)	Au (M oz)	TPM (M oz)	Cu (M lbs)	Ni (M lbs)	Co (M lbs)
Indicated								
Kaukua Area	**1.50**	**0.74**	**0.26**	**0.08**	**1.09**	**110.7**	**91.6**	**5.4**
Inferred								
Kaukua Area +Murtolampi	**1.45**	0.52	0.20	0.07	**0.79**	**96.5**	93.9	5.8
Haukiaho	**0.58**	0.16	0.07	0.06	**0.29**	**76.4**	57.5	2.3
Total Inf.	**1.26**	**0.68**	**0.26**	**0.14**	**1.08**	**172.9**	**151.5**	**8.1**

Notes to table:

- CIM (2014) definitions were followed for Mineral Resources.
- The Mineral Resources have been reported above a preliminary open pit constraining surface using a Net Smelter Return (NSR) pit discard cut-off of US$12.5/t (which for comparison purposes equates to an approximately 0.65 g/t Palladium Equivalent in-situ cut-off, based on metal prices
- The NSR used for reporting is based on the following:
    - Long term metal prices of US$ 1,700/oz Pd, US$ 1,100/oz Pt, US$ 1,800/oz Au, US$ 4.25/lb Cu, US$ 8.50/lb Ni and US$ 25/lb Co.
    - Variable metallurgical recoveries for each metal were used at Kaukua and Murtolampi and fixed recoveries of 79.8% Pd, 80.1% Pt, 65% Au, 89% Cu, 64% Ni and 0% Co at Haukiaho.
    - Commercial terms for a Cu and Ni concentrate based on indicative quotations from smelters.
- Total Precious Metals (TPM) equals palladium plus platinum plus gold

- Bulk densities range between 1.8 and 3.23 t/m3.
- Numbers may not add up due to rounding.
- Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.
- The quantity and grade of reported inferred resources in this estimation are conceptual in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.

Kostonjarvi, Cu-Ni-PGE Project ("KS Project"), Finland

On April 2, 2020, the Company received approval from the Finnish Mining Authority for a ~20,000-hectare Reservation, Kostonjarvi (KS), which is adjacent to the Company's LK Project in Central Finland. On October 15, 2021, the Company applied to the Finnish Mining Authority to convert the KS Reservation to an Exploration Permit.

KS covers a large gravity and magnetic anomaly that is interpreted to represent a buried Feeder Dyke to the Koillismaa Complex which hosts the, LK PGE-Copper-Nickel Project. Although the LK and KS projects are contiguous, the targets are very different: The LK project is an open pit style, with disseminated sulphide mineralization along the prospective basal unit of the Koillismaa complex, with similarities to Platreef type deposits. Whereas the KS project target is underground, exploration will focus on high-grade massive sulphide, in the feeder system (Feeder Dyke) of the Koillismaa Complex, similar to the mineralization styles at Noril'sk and Voisey's Bay.

KS is 100% owned, royalty free, of district-scale, and has been the subject of work by the geological survey of Finland and academia. Holding costs for KS are zero until the reservation is converted into an exploration permit.

Tyko I Ni-Cu-PGE Property ("Tyko I Project"), Canada

The Tyko I Property is a nickel (Ni), copper (Cu), platinum-group element (PGE) project comprises of 416 mining claims, registered to Tyko Resources Inc. (a wholly owned subsidiary of the Company) and covers approximately 29,511 hectares including claims under option from First Class Metals and a private prospector. The mining claims are located in the Bigrock Lake and Olga Lake areas, and the townships of McGill and Shabotik, Thunder Bay Mining Division, Ontario, Canada (NTS 42C/13NW and 14NE). There are six significant Ni-Cu-PGE showings or zones occur on the Tyko Project; West Pickle, Smoke Lake, RJ, Tyko, Bulldozer and Shabotik zones.

The mineralization at Tyko is nickel-rich with an average Ni:Cu ratio of ~2:1 and a Pt:Pd ratio of ~1:1. The overall sulphide tenors of the Ni-Cu-PGE mineralization are very high. Total sulphur analysis completed by the Company indicated metal tenors in 100% sulphide that average 8.6% Ni, 4.6% Cu, and 3.3g/t PGE (Pt+Pd+Au) at the RJ Zone and 16.3% Ni, 8.70% Cu, and 12.8g/t PGE at the Tyko Zone.

The 2022 drill program on Tyko consisted of 70 holes totaling 13,038 meters and resulted in the discovery of the high-grade West Pickle and Ember Zones. West Pickle has returned results up to 10.4% Ni 3.4% Cu and 0.92 g/t Total Precious Metal ("TPM") over 2.3 meters in hole TK-22-070. West Pickle is very similar to the high-grade Smoke Lake Zone, located 20km to east discovered in late 2020, which has returned 8.2% Ni, 2.9 % Cu, 0.1 % Co, 0.6 g/t Pd, 0.5 g/t Pt in hole TK-20-023 over 3.8 meters at surface. The Tyko project now hosts two high-grade massive sulphide zones, and four other blebby to locally net textured nickel-copper showings (Ember, RJ, Tyko and Shabotik) all with very similar metal ratios and styles of mineralization.

The 2023 ground truthing field season is completed, and a drilling campaign began in October 2023. A total of 23 diamond drill holes totalling 3,028 meters were drilled in Q4 2023, following over 7,000 soil samples that were collected across several interpreted chonolith structures.

The Tyko Project is believed to represent a new nickel camp with West Pickle and Smoke Lake 20 kilometers apart. An interpreted chonolith system preserved within the Black Pic Tonalite batholith has been identified which fed these numerous nickel-copper zones. Due to the a-typical geological setting this area has seen little to no previous exploration and has never even been mapped by the Ontario Geological Survey, as a result the Company has experienced significant exploration success and believes that there are several new zones yet to be found.

Tyko II Ni-Cu-PGE Property ("Tyko II Project"), Canada

The Tyko II Property is a nickel (Ni), copper (Cu), platinum-group element (PGE) project and is comprised of 354 mining claims, registered to Tyko Resources Inc. and covers approximately 8,620 hectares.

The Tyko II Property is located approximately 10 kilometers north of the main Tyko I Property and roughly 15 km east-southeast of the town of Manitouwadge, ON. The claim block encompasses magnetic anomalies associated with the Faries-Moshkinabi Mafic-Ultramafic Complex. The property is accessible via a network of all season logging roads.

Canalask Ni-Cu-PGE Property ("Canalask Project"), Canada

The Canalask Property is located within the Whitehorse Mining District, approximately 300 kilometers northwest of Whitehorse, Yukon and is accessible from the Alaska Highway near Beaver Creek. The Canalask Property consists of a contiguous block of 179 quartz claims covering an approximate area of 3,400 hectares.

The project includes a footwall deposit with a historic resource of 400,000 tonnes grading 1.3% nickel, the occurrence of the footwall deposit remains unexplained, and it's the hypothesis of the Company that is has been fed by a large massive-sulphide deposit at depth within the adjacent ultramafic intrusion. Drilling by Falconbridge in 2008 intersected disseminated locally net textured nickel-copper sulphide in an embayment structure within the ultramafic dyke proximal to the footwall deposit, however only shallow drilling was completed before Falconbridge was acquired by Xstrata and they subsequently dropped the project. The Company plans to drill deeper and conduct downhole EM surveys to explore for massive nickel-copper sulphide mineralization.

The Canalask Property covers the lateral extent of the northwest – southeast striking, steeply dipping "White River Intrusive Complex" (WRIC), which is part of the larger Kluane Mafic-Ultramafic Belt. The belt is host to numerous nickel-copper +/- platinum-palladium deposits and prospects, most notably the past producing Wellgreen Deposit, now held by Nickel Creek Platinum Corp., approximately 110 kilometers to the south.

A current Class I permit has been received and is valid through May 2024 and allows the Company to conduct planned drill testing. The Company has applied for both a Class I and Class III Exploration Permit.

Disraeli PGE-Ni-Cu-PGE Property ("Disraeli Project"), Canada

The Disraeli Project is a platinum-group element (PGE), nickel (Ni), copper (Cu), project, and as of December 31, 2021 comprised 85 mining claims, registered to Tyko Resources Inc. and covering approximately 4,200 hectares. The mining cell claims are located in Eagle Head Lake, Little Sturge Lake, Rightangle Lake, and Lecki Lake areas, Thunder Bay Mining Division, Ontario, Canada.

The Disraeli Project hosts a Proterozoic, early mid-continental rift related ultramafic intrusion, portions of which are reversely polarized. It is considered highly prospective for disseminated Escape Lake-style PGE-rich mineralization and potentially Eagle-Tamarack-style massive sulphide Ni-rich mineralization. Abundant magnetite skarns occur on the Project which are prospective for copper-cobalt mineralization.

MetalCorp Limited Projects

On May 2, 2023, the Company acquired cash and multiple non-core projects providing the Company with enhanced exploration optionality via the acquisition of MetalCorp Limited, including a 100% interest in the Hemlo East, Big Lake and Playter Projects in Northern Ontario and the North Rock and Black Bear Projects in Northwestern Ontario. The North Rock project was acquired with a current exploration drill permit and drill targets, thereby allowing the Company to conduct targeted exploration drilling.

EXPLORATION PERMITTING

Tyko I & Tyko II Projects

In late 2020, the Company discovered the Smoke Lake Zone which led to an enlargement of the Tyko I Project through staking and option agreements, which then led to the discovery of the West Pickle and Ember Zones in 2022. Currently, the Company is completing its 2023 exploration program, having invested over $12 million in the district over the last 3 years.

Exploration on the Tyko I Property predates the requirement to submit an exploration plan or permit application for nearly all early exploration activities in Ontario. Mineral exploration in Ontario, requires an exploration permit under the Mining Act to be granted by the Ministry of Mines ("Ministry") to the claim holder before the commencement of exploration.

All exploration plans and permits had been issued without notable delays until 2020, when the Company encountered an 8-month delay in receiving exploration permit PR-20-00069, which was ultimately granted on October 16, 2020 (and expired on October 15, 2023). The first exploration permit on the Tyko I Project was granted on June 18, 2014, since then there have been a total of 8 Exploration Permits and 3 Exploration Plans granted.

On December 16, 2020, the Ministry issued a “Notice of Caution” on the Mining Lands Administration System (“MLAS”) which covers the entire northern shore of Lake Superior including the Tyko I and Tyko II properties. Since then, new permitting constraints have been imposed with respect to the production of Caribou Mitigation Plans, buffer zones around the Shabotik river and cabins, and exclusion from areas deemed core use areas by a local First Nation community (“FN”). Between September 3, 2021 and December 15, 2021, the Company applied for five exploration permits, subsequently one permit was split in two at the Ministry’s request bringing the total to six permits. The Company was successful, through extensive discussion with the Ministry and FN, in receiving five of the six permits between May 5, 2022 and August 23, 2022. A permit in respect of exploration permit application PR-21-000273 for the Cupa Lake target remains unissued.

On December 9, 2022, the Company applied for three additional exploration permits. The Company, in pursuit of the permits, has sought to engage both the Ministry and FN and has accommodated to resolve concerns, including, shutdowns for the traditional Moose hunting season, moving planned drill holes, trails and updating various Caribou Mitigation Plans, despite these accommodations the Ministry continues to delay the issuance of the permits.

To mitigate risks associated with scheduled flow-through financing expenditure requirements and continued permitting delays, on September 11, 2023, the Company announced the acquisition of the Tyko II Property, located roughly 10km north of the Tyko I Property. The Tyko II Property was acquired through a combination of staking and mineral claim purchases and came with de-risked drill targets given the Company had already conducted VTEM and soil sampling surveys.

The Tyko II Property has a long history of exploration dating back to the 1950’s when the nearby world class Geco copper-lead-zinc mine was discovered, sporadic exploration has been conducted by various operators on the Tyko II Property since that time.

The Tyko II Property came with five active exploration permits and two outstanding exploration permit applications on temporary hold. The vendors of the mineral claims had actively engaged the Ministry and FN to advance the unissued exploration permits over the previous three years. The Company believes its submissions address all comments and concerns regarding the outstanding permits, but the Company has yet to receive such permits. The Company understands that FN has one outstanding concern that prevents one of the permits from being issued, that is, they require an updated Caribou Mitigation Plan. The Company notes that the adjacent five issued permits have an accepted Caribou Mitigation plan, but the Company intends on comply with this latest request.

Even though the Tyko I & II projects have nine active exploration permits, the Company believes that the highest priority exploration targets are located in areas covered by the unissued exploration permits. Given current capital market conditions, the Company intends to only drill test the highest priority targets. The Company believes that the Ministry should have issued the exploration permits given the limited and temporary nature of exploration.

The Company continues to engage with the Ministry and FN regarding outstanding permits.

Hemlo East Project

The Hemlo East Project was acquired along with other mineral properties and cash via the acquisition of MetalCorp on May 2, 2023. The Hemlo East Project had been optioned to Barrick Gold Inc. on November 20, 2020, and on November 26, 2021 Barrick declared the permitting delays had caused a force majeure. Subsequently, on November 20, 2023, Barrick terminated the earn-in agreement due to the permitting delays.

In 2009, MetalCorp and FN entered a memorandum of understanding that contemplated support in advancing MetalCorp mineral claims in FN's traditional territory.

On November 30, 2021, following a FN resolution to protect certain areas including the Hemlo East area from development, including mineral exploration, on October 17, 2023, the Ministry accepted an Exclusion of Time for the Hemlo East Project due to exploration permit delays.

The Company believes that the Ministry should have issued the various exploration permits applications submitted including that for the Hemlo East Project.

The Company continues to engage with the Ministry and FN regarding the outstanding exploration permit.

Asserted Aboriginal Title

On April 2, 2024, the Corporation received a letter from Biigtigong Nishnaabeg asserting that certain of the mining claims comprising the Tyko I and II Projects as well as the Hemlo East and Big Lake Projects are located within Aboriginal Title territory and within a sensitive cultural area which supports a high density of cultural activities. Additionally, on April 2, 2024, Biigtigong Nishnaabeg and Pic Mobert First Nations jointly issued a public notice which identifies areas north of Lake Superior that are "off-limits" to mining exploration and development noting that such areas are of high cultural value where mineral exploration and development would be damaging to the communities. A determination by applicable authorities that some or all of the Tyko Property falls within such asserted Aboriginal Title territory could have a substantial adverse impact on the Corporation and could cause an impairment of the Tyko Property.

Exploration and evaluation expenditures

GT Resources is an exploration stage company and engages principally in the exploration of resource properties. The Company expenses all direct and indirect costs pertaining to exploration and evaluation of mineral properties in the period in which they are incurred. These direct exploration and evaluation expenditures include such costs as acquisition costs, materials used, surveying costs, drilling costs and payments made to contractors.

During the years ended December 31, 2023 and 2022, the Company incurred the following exploration and evaluation expenditures on their properties:

E&E Expenditures Year ended December 31, 2023	Tyko I	Tyko II	Canalask Project	LK Project	Metalcorp acquired and other projects	Total
Acquisition Costs	$ 14,250	$ 297,420	$ -	$ -	$ 2,793,788	**$ 3,105,458**
Drilling and assays	505,429	324,805	-	-	-	**830,234**
Environmental	-	-	-	48,255	-	**48,255**
Equipment rental	263,424	62,577	2,984	1,056	-	**330,041**
Exploration camp and field costs	619,325	278,350	72,367	317	-	**970,359**
Geological consulting	730,919	268,182	5,475	28,855	2,663	**1,036,094**
Geological salaries	192,221	23,216	-	-	-	**215,437**
Geophysical surveys	1,155,296	319,322	105,608	-	-	**1,580,226**
Land management	2,174	5,460	-	-	-	**7,634**
Metallurgical	-	-	-	4,283	-	**4,283**
Permits and reservations	15,980	-	60,464	49,893	15,750	**142,087**
Travel and support	187,185	53,752	-	5,855	-	**246,792**
Cost recoveries	-	-	-	(161,757)	-	**(161,757)**
	$ 3,686,203	**$ 1,633,084**	**$ 246,898**	**$ (23,243)**	**$ 2,812,201**	**$ 8,355,143**

E&E Expenditures Year ended December 31, 2022	Tyko I	Tyko II	Canalask Project	LK Project	Metalcorp acquired and other projects	Total
Acquisition Costs	$ 15,064	$ -	$ 233,273	$ -	$ -	**$ 248,337**
Drilling and assays	2,062,421	-	-	33,144	-	**2,095,565**
Environmental	-	-	-	227,454	-	**227,454**
Equipment rental	306,011	-	-	12,675	-	**318,686**
Exploration camp and field costs	1,045,780	-	1,292	13,458	-	**1,060,530**
Geological consulting	598,532	-	-	262,140	-	**860,672**
Geological salaries	159,834	-	-	-	-	**159,834**
Geophysical surveys	648,091	-	34,156	102,573	-	**784,820**
Land management	2,760	-	-	-	-	**2,760**
Metallurgical	-	-	-	104,425	-	**104,425**
Mineral resource estimate	-	-	-	200,777	-	**200,777**
Mobilization/Demobilization	496,991	-	-	-	-	**496,991**
Other exploration & evaluation	-	-	-	529,589	-	**529,589**
Permits and reservations	18,550	-	1,880	233,813	-	**254,243**
Travel and support	176,540	-	595	35,775	-	**212,910**
	$ 5,530,574	**$ -**	**$ 271,196**	**$ 1,755,823**	**$ -**	**$ 7,557,593**

SELECTED ANNUAL FINANCIAL INFORMATION

The following table summarizes selected financial data reported by the Company for the years ended December 31, 2023, 2022, and 2021. The information set forth should be read in conjunction with the consolidated audited financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS"), and the related notes thereon.

		2023		2022		2021
Current Assets	$	11,206,493	$	12,023,085	$	15,690,394
Total assets		11,237,942		12,054,174		15,724,032
Current liabilities		534,917		3,069,461		2,009,877
Capital stock		47,552,895		38,422,785		35,665,534
Reserves		3,060,107		2,577,509		2,054,316
Net Loss		(7,996,396)		(8,009,886)		(10,682,927)
Deficit		(40,011,977)		(32,015,581)		(24,005,695)
Earnings (loss) per share	$	(0.02)	$	(0.03)	$	(0.05)
Weighted average shares		334,756,329		257,741,412		231,782,052

SUMMARY OF QUARTERLY RESULTS

The following summary information is taken from the Company's condensed consolidated interim financial statements prepared in accordance with IFRS applicable to condensed interim consolidated financial reporting including IAS 34. The information below should be read in conjunction with the Company's consolidated financial statements for the same periods.

	Dec 31 2023	Sep 30 2023	Jun 30 2023	Mar 31 2023
Exploration and evaluation expense	$ 1,643,063	$ 1,799,936	$ 3,633,358	$ 1,278,786
Net Loss	1,164,389	1,635,768	3,862,890	1,333,349
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)

	Dec 31 2022	Sep 30 2022	Jun 30 2022	Mar 31 2022
Exploration and evaluation expense	$ 1,803,484	$ 2,317,530	$ 2,024,326	$ 1,412,253
Net Loss	1,723,703	2,122,513	2,241,185	1,922,485
Basic and diluted loss per share	$ (0.01)	$ 0.01	$ (0.01)	$ (0.01)

The variations in net loss for the last eight reporting quarters is primarily related to variations in exploration spending for the given quarters.

REVIEW OF FINANCIAL AND OPERATIONS RESULTS

Years ended December 31, 2023 and 2022

During the year ended December 31, 2023, the Company had a net loss of $7,996,396 (year ended December 31, 2022 - $8,009,886), a decreased net loss of $13,490 when compared to the previous year. The primary contributors were the following:

- Interest income increased by $385,554 in the year ended December 31, 2023 when compared to the previous year due to an increase in interest rates between the periods.
- Amortization of flow-through premium liability (other income) increased by $271,420 in the year ended December 31, 2023 when compared to the previous year due to a higher level of flow-through eligible spending in the current year.
- Share-based compensation decreased by $162,283 in the year ended December 31, 2023 when compared to the previous year due to more options vesting in the year ended December 31, 2022 compared to the current year.

- Corporate development expense decreased by $69,209 in the year ended December 31, 2023 when compared to the previous year due to the different nature of corporate development activity spending in the current year.

  The above factors were partially offset by the following:

- Exploration and evaluation expense increased by $797,550 in the year ended December 31, 2023 when compared to the previous year primarily due to allocation of the purchase price from the acquisition of MetalCorp Limited to exploration and evaluation expense. This was offset by fewer exploration costs at the LK project in the same period of 2023 compared to 2022.
- Government grants (other income) decreased by $140,000 in the year ended December 31, 2023 when compared to the previous year as grants recognized in the year ended December 31, 2023 were lower than those in the previous year.
- Transfer agent and filing fees increased by $43,020 in the year ended December 31, 2023 when compared to the previous year primarily due to additional transfer agent and filing activity related to the acquisition of MetalCorp.
- Unrealized loss on investments increased by $30,000 in the year ended December 31, 2023 when compared to the previous year due to a decrease in the market value of marketable securities acquired through the acquisition of MetalCorp in the year ended December 31, 2023.

Three months ended December 31, 2023 and 2022

During the three months ended December 31, 2023, the Company had a net loss of $1,164,389 (three months ended December 31, 2022 - $1,723,703), a decreased net loss of $559,314 when compared to the same period in the previous year. The primary contributors were the following:

- Share-based compensation decreased by $115,760 in the three months ended December 31, 2023 when compared to the same period in the previous year primarily due to the finalisation of the purchase price allocation of the MetalCorp acquisition in the period causing a reclassification of share-based compensation to exploration and evaluation.
- Professional fees decreased by $215,473 in the three months ended December 31, 2023 when compared to the same period in the previous year primarily due to the finalisation of the purchase price allocation of the MetalCorp acquisition in the period causing a reclassification of costs from professional fees to exploration and evaluation for the three months ended December 31, 2023.
- Exploration and evaluation expense decreased by $160,421, or $506,267, when excluding the adjustments made in finalising the purchase price allocation from professional fees and share-based compensation mentioned above, in the three months ended December 31, 2023 when compared to the same period in the previous year primarily due to timing of drilling expenditures on the Tyko Project that were incurred in the three months ended December 31, 2022, which did not occur in the same period in 2023.
- Management and consulting expense decreased by $106,845 in the three months ended December 31, 2023 when compared with the same period in the previous year primarily due to consulting related to business development that occurred in the three months ended December 31, 2022, which did not occur in the same period in 2023.
- Interest income increased by $79,209 in the three months ended December 31, 2023 when compared to the same period in the previous year due to an increase in interest rates and the Company's cash balance between the periods.
- Government grants increased by $60,000 in the three months ended December 31, 2023 when compared to the same period in the previous year due to the timing of the grant payouts during the year.

  The above factors were partially offset by the following:

- Amortization of flow-through premium liability (other income) decreased by $125,005 in the three months ended December 31, 2023 when compared to the same period in the previous year due to less flow-through eligible spending in the current period.
- Investor relations expense increased by $37,057 in the three months ended December 31, 2023 when compared to the same period in the previous year due to an increase in conference attendance and marketing efforts during the period.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to fund its exploration and evaluation programs and discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to risk factors that are beyond the Company's control.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company may raise money through the sale of equity instruments. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term but recognizes there will be risks involved that may be beyond their control.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence are dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Management has applied judgement in the assessment of the Company continuing as a going concern by taking into account all available information. Management estimates that the going concern assumption is appropriate for at least the next twelve months following the reporting date of these statements.

As at December 31, 2023, the Company had working capital of $10,671,576, an increase from the balance at December 31, 2022 of $8,953,624 primarily due to cash inflows from private placements and the cash acquired in the acquisition of MetalCorp in the year ended December 31, 2023.

During the year ended December 31, 2023, cash used in operating activities was $7,096,956 (year ended December 31, 2022 - $8,270,113) which was primarily comprised of cash used for exploration and evaluation activities for the year ended December 31, 2023.

During the year ended December 31, 2023, cash provided by financing activities was $4,840,599 (year ended December 31, 2023 - $4,598,152) which was primarily comprised of proceeds from private placements.

During the year ended December 31, 2023, cash provided by investing activities was $1,537,936 (year ended December 31, 2023 - $Nil) which was primarily comprised of cash received upon acquisition of MetalCorp, and the redemption of short-term investments acquired upon acquisition of MetalCorp.

Shareholder's Equity

<u>Private placements</u>

On April 11, 2023, the Company completed a $4,252,050 non-brokered private placement financing (the "Private Placement") with a wholly owned subsidiary of Glencore plc ("Glencore"), where the Company issued 28,347,000 common shares at C$0.15 per common share.

In connection with the Private Placement, the Company and Glencore entered into an investor rights agreement, pursuant to which Glencore is entitled to certain customary rights including participation rights on future equity security issuances and a right to nominate an individual to the technical committee of Company. Under this agreement, Glencore will agree to certain customary transfer and standstill restrictions.

On May 12, 2023, pursuant to the terms of the investor rights agreement, and subsequent to the Acquisition of MetalCorp, Glencore elected to exercise its pro-rata equity participation rights and subscribed for 7,439,071 common shares in the capital of the Company to maintain its ownership interest in the Company. The common shares were issued at a price of $0.11 per common share for aggregate proceeds of $818,298 ("the Financing). Following the Private Placement and Financing, Glencore holds approximately 9.99% of the Company's equity on a partially diluted basis.

Professional fees and exchange fees related to private placements in 2023 were $97,288.

Other issuances

On May 2, 2023, the Company issued 38,679,050 common shares with a fair value of $4,061,300 as per the Arrangement Agreement with MetalCorp.

On July 18, 2023, the Company issued 30,000 common shares with a fair value of $2,250 in relation to an earn-in agreement entered into in the year ended December 31, 2021.

On September 26, 2023, the Company issued 1,100,000 common shares with a fair value of $93,500 in relation to the acquisition of the Tyko II property.

The authorized capital stock of the Company consists of an unlimited number of common shares with no par value. As at December 31, 2023, the Company had 359,348,928 (December 31, 2022 – 283,753,807) common shares issued and outstanding.

RECENT DEVELOPMENTS AND OUTLOOK

The Company expects to obtain financing in the future primarily through further equity financing. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its exploration and evaluation assets.

COMMITMENTS

As at December 31, 2023, the Company has an obligation to spend $Nil and as at December 31, 2022, the Company had an obligation to spend $4,950,050 by December 31, 2023.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off balance sheet arrangements.

FINANCIAL INSTRUMENTS

As at December 31, 2023, the Company's financial instruments consist of cash, marketable securities, sales tax recoverable, accounts payable and accrued liabilities, and sales tax payable. The fair values of financial assets and financial liabilities carried at amortized cost approximate their carrying amounts due to the short-term maturity of the instruments.

Financial instruments measured at fair value are classified in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value, as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
Level 3 – Inputs that are not based on observable market data

The fair value of marketable securities is based on Level 1 inputs of the fair value hierarchy.

The Company is exposed to a varying degree of risks related to financial instruments. Management actively monitors and manages these risks. How management mitigates these risks are discussed below:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Financial instruments that potentially subject the Company to credit risk consist of cash, marketable securities and sales tax recoverable. The Company's cash balance was $10,669,641 as at December 31, 2023 (December 31, 2022 - $11,388,062) and is held through large financial institutions in Canada and Finland. The fair value of the Company's marketable securities was $52,000 as at December 31, 2023 (December 31, 2022 - $Nil), and consists of equity instruments in a publicly traded junior mining company. At December 31, 2023, the Company's receivables consist of sales tax recoverable from the Governments of Canada and Finland of $274,056 (December 31, 2022 - $508,544). Management believes the risk of loss to be not significant.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds and meeting obligations associated with financial liabilities. The Company manages liquidity risk through the management of its capital structure, as outlined in Note 1 in the December 31, 2023 consolidated financial statements. As at December 31, 2023, the Company had working capital of $10,671,576 (December 31, 2022 - $8,953,624). However, the Company had an accumulated deficit of $40,011,977 (December 31, 2022 - $32,015,581). The continuation of the Company depends upon the support of its equity investors, which cannot be assured.

Other Market Price Risk

The Company is exposed to price risk with respect to equity and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of copper, nickel, palladium and platinum, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. A 10% increase or decrease in the price of marketable securities held by the Company would increase or decrease net loss by $5,200 (December 31, 2022 - $Nil).

Currency risk

The Company has transactions internationally and is exposed to foreign exchange risk from the Euro currency. Foreign exchange risk arises from financing and purchase transactions that are denominated in currency other than the Canadian Dollar, which is the functional currency of the Company. As at December 31, 2023, the Company held in Euros the Canadian dollar equivalent of $202,286 (December 31, 2022 - $156,874) in cash, $31,446 in reclamation deposits (December 31, 2022 - $31,089), $61 in sales tax recoverable (December 31, 2022 - $11,156), $7,210 in accounts payable and accrued liabilities (December 31, 2022 - $75,481), and $34,762 in sales tax payable (December 31, 2022 - $Nil). A 10% increase or decrease in the Euro would increase or decrease net loss by $19,200 (December 31, 2022 - $12,400).

Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to interest rate risk with respect to its cash flow. The Company earns interest based on market interest rates from the cash it holds through Canadian financial institutions. The interest earned by the Company will fluctuate based on changes in market interest rates.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management consists of the Company's directors and officers. In addition to management and consulting fees paid to these individuals, or companies controlled by these individuals, the Company provides stock options and RSUs. Remuneration of key management includes the following:

		Year ended December 31, 2023		Year ended December 31, 2022
Management and consulting (1)	$	605,125	$	548,675
Share based compensation (2)		186,770		268,743
Total remuneration	$	791,895	$	817,418

(1) Director, executive and officer compensation
(2) Represents the fair-value of stock options and RSUs granted to directors and officers.

Related party transactions and balances not disclosed elsewhere

As at December 31, 2023, the Company owed $78,904 (December 31, 2022 - $128,111) and during the year ended December 31, 2023, has paid or accrued $1,585,438 (year ended December 31, 2022 - $1,139,990) to Fladgate Exploration Consulting Corp, a corporation related to the Vice President - Exploration, which was related to exploration and evaluation expenses and for project management services. The amount owing was included in accounts payable and accrued liabilities and is unsecured, non-interest bearing and is expected to be repaid under normal trade terms.

As at December 31, 2023, the Company owed $Nil (December 31, 2022 - $Nil) and during the year ended December 31, 2023, has paid or accrued $82,877 (year ended December 31, 2022 - $Nil) to Weyrauch & Associates Inc., a corporation related to the CEO, for equipment rental related to exploration and evaluation activities. The amount owing was included in accounts payable and accrued liabilities and is unsecured, non-interest bearing and is expected to be repaid under normal trade terms.

As at December 31, 2023, the Company owed $2,325 (December 31, 2022 - $Nil) and during the year ended December 31, 2023, has paid or accrued $5,475 (year ended December 31, 2022 - $Nil) to Xploration Solutions, a corporation related to a member of the board of directors, for consulting services. The amount owing was included in accounts payable and accrued liabilities and is unsecured, non-interest bearing and is expected to be repaid under normal trade terms.

As at December 31, 2023, the Company owed $nil (December 31, 2022 - $Nil) and during the year ended December 31, 2023, has paid $36,000 (2022 - $36,000) to a person related to the CEO for costs related to office rental. The amount owing was included in accounts payable and accrued liabilities and is unsecured, non-interest bearing and is expected to be repaid under normal trade terms.

As at December 31, 2023, the Company owed officers of the Company $Nil (2022 - $4,950) for various expenses, including but not limited to marketing and travel costs and accrued payroll. The amount owing was included in accounts payable and accrued liabilities and is unsecured, non-interest bearing and is expected to be repaid under normal trade terms.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are described in Note 3 to the consolidated financial statements for the year ended December 31, 2023. The preparation of financial statements in accordance with IFRS requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. Actual amounts could differ materially from the estimates used and, accordingly, affect the results of the operations.

Areas where estimates were used for the year ended December 31, 2023 include the valuation of share-based payments and income taxes. For share-based payments, the Company measures the cost of options granted for goods and services with reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

PROPOSED TRANSACTIONS

There are no proposed transactions that should be disclosed.

RISK FACTORS

See the risk factors disclosed in the Company's Annual Information Form for the year ended December 31, 2023 and filed on April 17, 2024 for a detailed discussion on the Company's risk factors.

ACCOUNTING STANDARDS AND INTERPRETATIONS

The International Accounting Standards Board continually issues new and amended standards and interpretations which may need to be adopted by the Company. The Company continually assesses the impact that the new and amended standards and interpretations may have on its financial statements or whether to early adopt any of the new requirements. No new or amended standards and interpretations have affected the consolidated financial statements for December 31, 2023.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the following common shares, options, and share purchase warrants were outstanding:

	Number of Shares	Exercise Price	Expiry Date/Term
Issued and outstanding common shares	360,786,859		
Share purchase warrants	2,500,167	$0.20	12-23-24
Share purchase warrants(1)	1,260,000	0.14	12-23-24
Share purchase warrants	10,500,000	0.20	12-23-25
Stock options	1,875,000	0.08	06-07-24
Stock options	925,000	0.08	09-30-24
Stock options	4,100,000	0.15	12-29-24
Stock options	700,000	0.29	03-15-26
Stock options(2)	1,035,000	0.23	08-27-26
Stock options	3,925,000	0.22	11-15-26
Stock options(2)	2,490,000	0.17	05-26-27
Stock options	2,075,000	0.11	05-02-28
Stock options(3)	4,550,000	0.05	03-11-29
Restricted share units	795,600	n/a	11-15-24
Restricted share units	275,000	n/a	05-02-26
Restricted share units(3)	650,000	n/a	03-11-27
Deferred share units(3)	3,000,000	n/a	n/a
Fully diluted	**401,442,626**		

(1) Broker warrants which entitle the holder to acquire one common share and one-half of one common share purchase warrant with an exercise price of $0.20 and expiry of December 23, 2025.

(2) On May 2, 2023, MetalCorp stock options were exchanged for 3,585,000 stock options to purchase common shares of the Company, see also *Corporate and Financing* section.
(3) Issued subsequent to the year ended December 31, 2023.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's Statement of Operations and Comprehensive Loss contained in its audited financial statements for December 31, 2023, that are available on SEDAR (*www.sedar.com*).

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com.