American Eagle Gold Corp.

Management's Discussion and Analysis
For the year ended December 31, 2023

April 26, 2024

(Expressed in Canadian Dollars)

The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of American Eagle Gold Corp. ("American Eagle", the "Corporation", or the "Company") should be read in conjunction with American Eagle's audited annual consolidated financial statements ("Financial Statements") and related notes at and for the fiscal year ended December 31, 2023. This MD&A has been prepared as at April 26, 2024 unless otherwise indicated.

Results are reported in Canadian dollars ("$"), unless otherwise noted. The Company's Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations of the IFRS Interpretations Committee (IFRIC).

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. Additional information about American Eagle is available at www.sedar.com**.**

Scientific and Technical Information

Mark Bradley, B.Sc, M.Sc., P.Geo., a Certified Professional Geologist and Qualified Persons as defined by NI 43-101, has reviewed and approved the scientific and technical content contained in this MD&A.

Corporate Overview and Update

American Eagle was incorporated under the Business Corporations Act (Canada) on June 22, 2018. The Company's head office is located at Suite 1805, 55 University Avenue, Toronto, Ontario, M5J 2H7.

The Company's principal business is the acquisition and exploration of mineral properties. To date, the Company has not earned revenue as it is in the exploration stage. The ability of the Company to carry out its business plan rests with its ability to secure equity and other financing.

Core Business Strategy

American Eagle Gold is focused on exploring gold and copper deposits in North America. Its flagship project is the NAK copper property located in British Columbia.

The NAK Project is in the Babine copper-gold porphyry district of Central British Columbia. Historical drilling at NAK revealed a large near-surface copper-gold system measuring over 1.5 km x 1.5 km. Historical exploration was limited to shallow depths, averaging 170 m. In 2022 and 2023, American Eagle's drill programs explored deeper and discovered significant copper-gold mineralization below, and to the east and west of historically defined mineralized zones. Very strong results from the 2023 drill program, including 500 m scale intervals of bornite-chalcopyrite-chalcocite mineralization within a distinct induced polarization ("IP") chargeability and resistivity signature, underpin the significant exploration potential that remains at NAK. In 2024, the Company plans to carry out a drill program with aims to expand upon the newly defined mineralization, and to continue to explore the remaining untested or shallowly tested ground that flanks the porphyry intrusion central to the property.

The NAK property is road accessible, and many target areas coincide with forest industry clear cuts. Drilling can be completed year-round, and no helicopter support is required. The NAK property is 85 kilometres from Smithers, BC, occurs in the Babine copper-gold porphyry district of west-central British Columbia, and is close to nearby Babine district deposits (Bell, Granisle). It is defined by a compelling geophysical signature that has similarities to classic porphyry systems (e.g. close association of airborne magnetic highs with annular IP chargeability highs).

Mineral Exploration Project and Current Period Update

NAK, British Columbia

About NAK:

The NAK Project is in the Babine copper-gold porphyry district of Central B.C. The poorly exposed NAK porphyry system was first recognized and initially drilled in the 1960's, and that early work revealed a large near-surface copper-gold system with dimensions exceeding 1.5 km x 1.5 km. Further historical drilling was undertaken in a number of programs in the intervening decades, but was limited to shallow depths, with the nearly 80 holes drilled prior to 2022 averaging only 170 m in depth. In 2022 and 2023, American Eagle's drill programs explored deeper along a N-S trend in the west-central part of this large system, intersecting significant copper and gold mineralization below, and marginal to, the best of the shallow historically defined mineralized zones. Very strong results from the 2023 drill program, including intervals exceeding 500m of bornite-chalcopyrite-chalcocite mineralization, have been intersected along a zone that possesses a distinct IP chargeability and resistivity signature. This zone underpins the significant exploration potential which remains at NAK, however it is just one part of a large and underexplored system that includes an undrilled geophysical trend to the east of and mirroring that which hosts the zone targeted by the Company in the past two seasons. An aggressive drill program is being planned for 2024, with the goals of expanding and connecting the zones which were the focus of work in 2022-23, enlarging near surface zones of higher-grade, and connecting the various higher grade zones intersected at depth. In addition, the Company plans to continue to explore, through focused geophysics and scout drilling, little-tested parts of this large porphyry system.

Exploration on the NAK dates back to the mid-1960s, and more than $9 million had been spent prior to American Eagle's exploration programs.

Historical Exploration

- 1964-1971: Noranda Exploration completed soil and geophysical surveying and 28 BQ holes for 1837m.
- 1973: Ducanex Resources conducted geophysical and geochemical surveying and 480m in 8 holes.
- 1993-1997: Hera Resources carried out IP and magnetic surveying and drilled 71 BQ holes for 13,311m. No core retained.
- 2008: Copper Ridge completed soil, IP and magnetic surveying and 1,265m in 5 NQ holes. Core retained and stored in Smithers.
- 2010-2014: Copper Ridge and Redtail Metals completed a helicopter ZTEM and magnetic survey comprising 1,083 line-km and ground IP and magnetics.
- 2016-2019: Generation Mining re-logging B08-04 holes, preliminary metallurgy and several generations of soil sampling.
- 2021: NAK Mining digitized, analyzed, reinterpreted and modelled all historical data for the first time on this property. Independent geophysical and geochemical analysis was completed for historical data. The company recently applied for a five-year, multi-hole drill permit.

105 diamond holes were completed for 18,475m, averaging 175m in length and to an average vertical depth of 150m. However, only four holes were drilled below 300m vertically and failed to test the top of the coincident magnetic and ZTEM anomaly, which starts at a depth of 500-600m.

The NAK property has excellent logistical advantages and can be accessed via well-maintained forest production roads from Topley Landing. The NAK copper-gold porphyry deposit occurs in the Stikine Island Arc Terrane, which hosts many copper porphyry deposits in British Colombia. In addition, NAK is associated with Babine Intrusive Suite, which is Eocene age and locally hosts the Bell, Granisle, Hearne Hill and Dorothy/Duke copper-gold deposits.

Current Exploration Activities:

In the first quarter of 2023, American Eagle released the final assays from its 2022 drill program. Assay results received in 2023 were released on January 25, 2023 and March 2, 2023.

Hole-by-Hole Highlights of NAK's 2022 Drill Program:

- NAK22-01 returned 851 m of 0.37% CuEq, including 126 metres of 1.05% CuEq from surface
- NAK22-02 returned 956 m of 0.37% CuEq, including 301 metres of 0.61% CuEq from surface
- NAK22-03 returned 906 m of 0.21% CuEq from surface, including 645 metres of 0.24% CuEq
- NAK22-04 returned 527 m of 0.45% CuEq from surface, including 89 metres of 0.98% CuEq
- NAK22-05 returned 804 m of 0.20% CuEq from surface
- NAK22-06 returned 900 m of 0.22% CuEq from surface, including 330 metres of 0.38% CuEq
- NAK22-07 returned 856 m of 0.30% CuEq, including 106 metres of 0.53% CuEq from surface

For further details on the assay results, refer to the press releases on November 7, 2022, December 5, 2022, January 25, 2023 and March 2, 2023.

In May 2023, the Company received its drill permit for NAK which will be in effect for five (5) years with a provisional expiry date of March 31, 2028.

On August 10th, 2023, the Company and Lake Babine Nation signed a five-year drilling exploration permit agreement to support the future exploration activities at Nak.

In 2023, the Company interpreted and modeled its drill results from the 2022 program to design an aggressive follow-up drill program. The initial plan is to step out from and infill between this year's drill collars and expand and define the zones of higher-grade mineralization intercepted in holes NAK22-01, -02 and -04. NAK22-01 showed grades near surface that were exceptional for NAK, and this is particularly encouraging given that the closest historical hole, NAK95-15, was collared nearly 100 m to the east of NAK22-01. That drill hole returned an intercept of 168.5 m @ 0.81% CuEq from surface. The next closest, NAK96-55, was drilled 105 m away to the northeast and returned 70 m @ 1.07% CuEq starting from 85 metres. Given the grades of NAK22-01 and -02, combined with the grades and distance for holes NAK95-15 and NAK-96-55, the Company infers excellent potential for a large, near-surface zone of copper-gold mineralization exceeding the bounds of what was historically delineated. For further details, refer to the March 2, 2023 press release.

In June 2023, drilling commenced at the NAK Copper-Gold Porphyry project ("NAK") northeast of Smithers, British Columbia. Drilling will continue through October 2023 to further delineate NAK's grade and size potential, pending the completion of the financing announced in August 2023 and the allocation of proceeds towards an extended 2023 drill program.

On August 9, 2023, the Company announced that it had intersected 776 metres of 0.50 % copper equivalent in the initial hole of its 2023 drill campaign on its NAK copper-gold porphyry project.

On September 14, 2023, the Company made an announcement regarding its NAK copper-gold porphyry project. A new mineralized zone was discovered approximately 650 metres east of the collars of NAK22-01 and NAK23-08, along the southern margin of the main Babine porphyry stock, through drill hole NAK23-09. The mineralization yielded a significant intercept from surface of 117 metres of 0.40% CuEq within 434 metres of 0.25% CuEq.

On September 19, 2023, the Company made an announcement regarding its NAK copper-gold porphyry project. The company reported that the NAK23-11 drill hole has yielded its best results to date. The drill hole intersected 102 meters of 1.04% Copper Equivalent ("CuEq") from surface, within a total of 473 meters of 0.62% CuEq.

On October 17, 2023, the Company announced that hole NAK23-12 intersected 900 metres of 0.50% Copper Equivalent ("CuEq") from the surface in the North Zone of its NAK Copper Gold Porphyry project.

On January 8th, 2024, the Company released the final 5 holes of the season, including a 302 m of 1.09 % CuEq in hole NAK23-17. This represented the strongest intersection to date on the NAK property and lent strong support to the interpreted presence of strong mineralization along the moderate IP chargeability shoulder.

See *2023 Exploration Program* below.

Corporate Updates

On January 23, 2023 the Company announced that it has closed a non-brokered private placement of an aggregate 10,000,000 units of the Corporation at a price of C$0.20 per Unit for aggregate gross proceeds of approximately $2,000,000. The Corporation intends to use the net proceeds from the Offering to continue advancing the exploration of the NAK Project and for general corporate purposes. Each Unit comprises one common share in the capital of the Company (each a "Common Share") and one-half of one common share purchase warrant of the Corporation (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share of the Company at an exercise price of C$0.30 at any time on or before January 23, 2025. Accordingly, the Warrants will not be listed on any exchange.

On April 4, 2023, the Company qualified for trading on the OTCQB Venture Market in the United States under the symbol 'AMEGF'.

In April 2023, the Company extended the expiry of the 8,833,074 warrants with an exercise price of $0.30 issued from May 3, 2023 to May 3, 2024 and added an acceleration in the event that the volume weighted average trading price of the common shares of the Company on the TSX Venture Exchange is at least $0.40 for a minimum of 10 consecutive trading days (whether or not trading occurs on all such days), the Company may, in its sole discretion issue a news release announcing that the exercise period has been reduced to 30 days following the date of the issuance of such news release.

In May 2023, the Company completed a $2.95 million financing which resulted in Teck Resources Limited ("Teck") becoming a strategic shareholder, owning 14.4 million shares or approximately 15% of the Company on a non-diluted basis. Teck's strategic investment was made through a structured charity flow-through financing on a private placement basis. This investment fully funds the 2023 drill program. An amount equal to the gross proceeds of the financing will be used to incur eligible Canadian exploration expenditures. No warrants or finders fees were issued in connection with the transaction. In connection with the investment by Teck, so long as Teck's ownership in American Eagle remains greater than 5.0% of American Eagle's issued and outstanding common shares on a non-diluted basis, American Eagle granted Teck certain investor rights, being an equity participation right to maintain its pro-rata ownership in the Company, and certain information rights relating to the NAK project.

On August 2, 2023, the Company granted 3,600,000 stock options to certain directors, officers, and consultants of the Company. The options are exercisable at CAD $0.30 per share for five (5) years from the date of grant, vest one (1) year from the date of grant and are subject to regulatory policies and approvals. 500,000 options granted to directors and consultants of the Company were subject to shareholder approval which was received on October 19, 2023.

On September 7, 2023, the Company completed a private placement for a $2.67 million which resulted in Teck increasing its ownership in the Company to 19.9%. The Company issued 5,940,000 common shares on a structured charity flow-through basis at a price of $0.45 per share, with Teck being the ultimate purchaser. No warrants or finders fees were issued in connection with the transaction.

Following receipt of shareholder approval on October 19, 2023, on November 9, 2023, the Company exercised its option to re-acquire a 20% interest in the NAK copper-gold porphyry project from Orecap Invest Corp ("Orecap"). The Company elected to settle the predetermined value of $1.5 million by issuing a total of 6,976,744 common shares of the Company, at a price of $0.215 per share determined based on calculations in the Call Option Agreement. When American Eagle entered into the Call Option Agreement with Orecap, the Company's share price was $0.025 and it had not yet received any assays for its drilling on NAK. Since then, American Eagle made its discovery at NAK, conducted three funding rounds, including two with Teck Resources Limited, and witnessed a substantial increase in its share price. Following the closing of the transaction, Orecap's ownership of American Eagle increased to 10.7% of the outstanding common shares on a non-diluted basis. American Eagle now owns a 100% option to acquire the NAK copper-gold project in the Province of British Columbia.

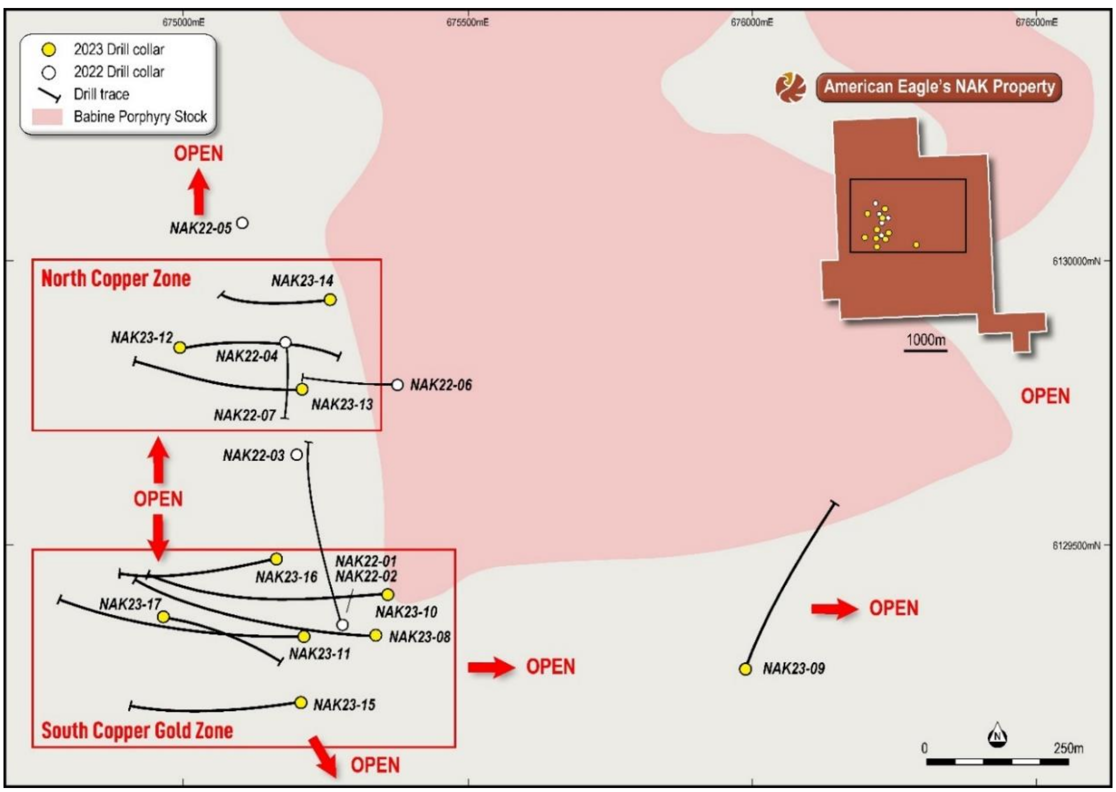
On November 20, 2023, the Company completed a private placement for $0.7 million through issuance of 3,187,790 common shares at a price of $0.215 per share. The investors in the private placement were Teck and well-known British Colombia geologist, Charlie Greig. With this investment, Teck maintained its 19.9% equity interest in American Eagle.

On April 26, 2024, the Company announced that it intends to complete a non-brokered private placement of up to 4,807,692 charity flow-through common shares at C$1.04 per charity flow-through common share, for aggregate gross proceeds to the Company of up to $5,000,000. Proceeds from the Offering will be used for exploration work at the Company's NAK project.

<u>2023 Exploration Program</u>

NAK's 2023 exploration program was a planned 6,000-metre drill program that commenced in June 2023 and was subsequently expanded to a total of 7,881 metres. The main focus of the 2023 drill program revolved around achieving the following primary objectives:

- Follow up the 2022 drill program via east-west step-out drilling and begin to delineate the true size of this potential deposit
- Expand and better define the orientation and distribution of the higher-grade zones of dyke-hosted bornite mineralization
- Expand the known footprint of the high-grade at-surface south gold zone
- Step out and investigate the highly prospective southern margin of the main Babine stock porphyry



The operational implementation in 2023 deviated slightly from the initially outlined plan, primarily attributable to the remarkable success achieved by the Company in the Southern Copper Gold Zone. This success underscored the identification of mineralization intersections exhibiting significantly greater length and higher grade than previously encountered in drilling endeavors.

Execution of the 2023 Drill Program

The 2023 drill program was highly successful from both a technical, and results standpoint. From June 15, 2023 to October 15, 2023, 7,881 meters were drilled in 10 diamond drill holes. Broad zones of copper-gold-molybdenum porphyry mineralization were encountered in every hole drilled. Assay results to date are highly encouraging, with the best intersection to date, (NAK23-12) returning 905 meters of 0.5% copper equivalent (See news release dated October 17, 2023). A new zone of mineralization was encountered at moderate depth, to the west of the South Copper-Gold zone, vastly improving the prospectivity of the zone to the west of the 2022 drill trend. Additionally, NAK23-09, drilled approximately 650 meters to the east of the South Copper-Gold zone encountered 117 meters of 0.40 % copper equivalent, with significant gold and molybdenum constituents, from surface. This newly identified southern margin zone will be an additional focus for exploration in 2024.

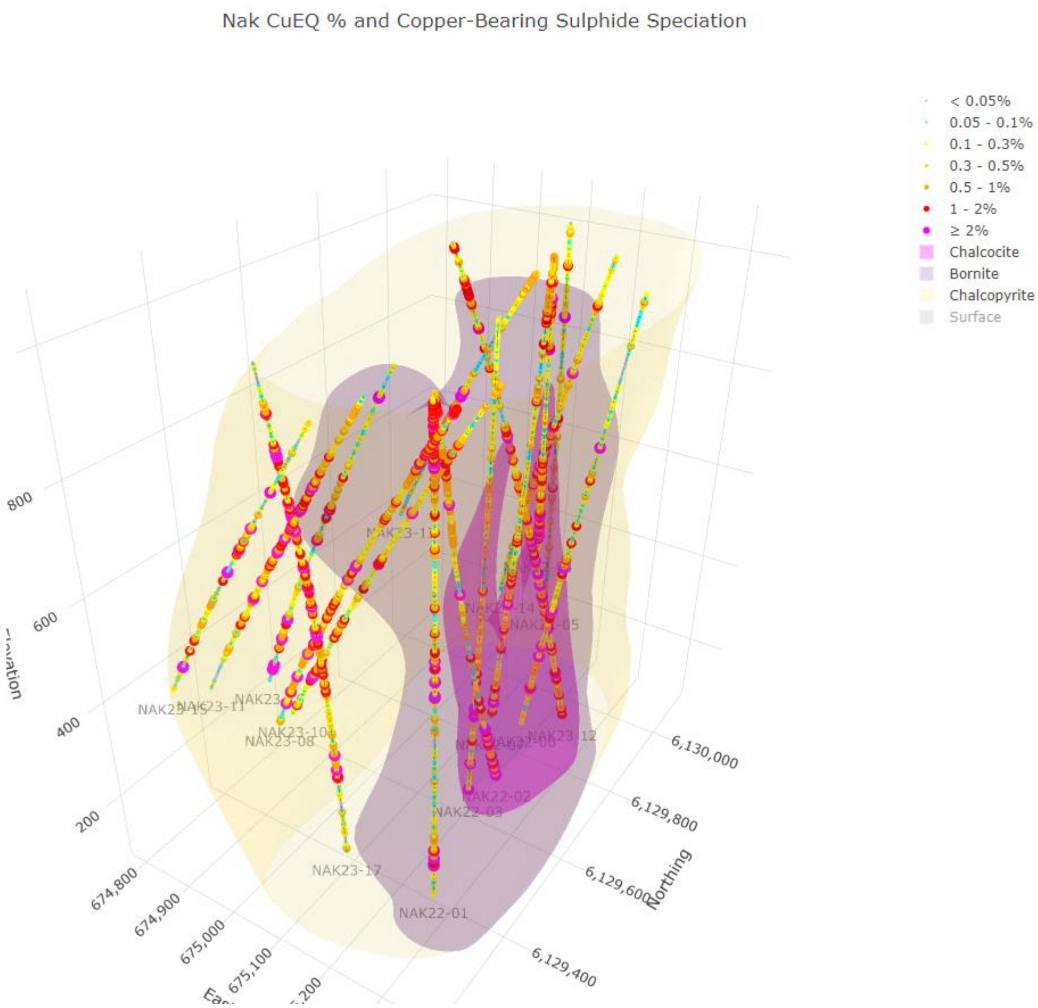
In September 2023, a deep looking, reconnaissance IP survey consisting of three lines run diagonally from the southwest to the northeast, across the properties main target area, was completed. This survey identified a strong correlation between the middling chargeability zone in between the babied porphyry stock and the broad pyritic alteration halo, and the strongest copper-gold grades. This "shoulder" zone was followed up in the final hole of the program, NAK23-17. NAK23-17 returned the strongest grades on the property to date, including 302 m of 1.09% Copper Equivalent, with in 606 m of 0.74 CuEq.

2024 Planning and Data Interpretation.

Work over the off season has focused on detailed re-logging of 2022 and 2023 holes, with the full-suite geochemical data, in order to identify cryptically emplaced dykes and other intrusive lithologies. These dykes and intrusives, associated with the main Babine intrusion are interpreted to be strongly correlated to the presence of copper mineralization, and understanding their distribution and orientation will greatly assist in efficiently planning the 2024 drill holes.

Additional work has focused on collecting and interpreting hyperspectral data from the 2022 and 2023 sampling coarse rejects. This information will help company geologists place the specific alteration mineralogy within known porphyry model contexts, and potentially assist in vectoring towards more prospective zones within the larger NAK system.

To also compliment vectoring, and get a sense of the spatial distribution of copper sulfide mineralization, the sulfide species at NAK have been modeled in 3 dimensions (see Figure below). This illustrates the hotter, more oxidized higher grade copper sulphide minerals (bornite/chalcocite) are centered around the deeper, eastern part of the main drilling area, indicating strong prospectivity to the south, and north at depth, likely enveloping the larger Babine porphyry stock.



Work is underway to prepare for an initial expanded IP survey beginning mid-April 2024, which will lead to drilling being fully underway by Late May 2024. The Company plans to release the initial 2024 drilling plan prior to program start, sometime in May, after the IP data has been processed and interpreted.

REVIEW OF OPERATIONS FOR THE YEAR AND THREE MONTHS ENDED DECEMBER 31, 2023 AND 2022

Year ended December 31, 2023 and 2022

For the year ended December 31, 2023, the Company has a net loss before taxes of $6.3 million compared to the prior year period net loss before taxes of $3.3 million. The increase was due to the increase in exploration and evaluation expenditures at NAK, where the 2023 program was larger than the 2022 drill program, fully funded by American Eagle as well as reacquiring the 20% interest in NAK.

Year ended	**December 31, 2023**	**December 31, 2022**	**Change**
EXPENSES			
Exploration and evaluation expenses	**$4,998,857**	$2,494,789	$2,504,068
Consulting and management fees	**509,207**	370,779	138,428
Office, general and administrative	**91,476**	35,734	55,742
Amortization	**-**	15,680	(15,680)
Audit, accounting and legal	**105,645**	109,460	(3,815)
Transfer agent, filing fees and shareholder communications	**248,384**	171,134	77,250
Share-based compensation	**434,743**	66,678	368,065
Unrealized loss on investment	**15,000**	45,000	(30,000)
Interest income	**(139,580)**	(8,858)	(130,722)
TOTAL EXPENSES	**$6,263,732**	$3,300,396	$2,963,336

- Exploration expenses increased by $2.5 million, as a result of the scale or total meters funded by American Eagle, of the drill programs in 2023 vs 2022. The increase include $1.2 million relating to the value ascribed to the shares issued to reacquire a 20% interest in NAK. Refer to Mineral Exploration Project and Current Period Update section for further details on the operations.
- Consulting and management fees increased as a result of increased activity of the Company in progressing the NAK Project.
- Transfer agent, filing fees, and shareholder communications expenses increased due to increased capital markets-related activities in the current period.
- Unrealized loss on investment represents the revaluation of publicly listed securities and reflects the change in the market value during the current period.
- Interest income increased as a result of more funds on hand and higher market rates.

Three months ended December 31, 2023 and 2022

For the three months ended December 31, 2023, the Company has a net loss before taxes of $2.6 million compared to the prior year period net loss before taxes of $0.8 million, an increase of $1.7 million. The increase was due to the acquisition of the 20% interest in NAK through the issuance of shares, which is included in exploration and evaluation expenditures, coupled with increase share-based compensation.

Three months ended	**December 31, 2023**	**December 31, 2022**	**Change**
EXPENSES			
Exploration and evaluation expenses	**$2,038,582**	$561,673	$1,476,909
Consulting and management fees	**199,863**	106,068	93,795
Office, general and administrative	**53,152**	1,700	51,452
Amortization	**-**	-	-
Audit, accounting and legal	**23,786**	56,101	(32,315)
Transfer agent, filing fees and shareholder communications	**79,517**	65,925	13,592
Share-based compensation	**198,000**	39,612	158,388
Unrealized loss on investment	**(15,000)**	(30,000)	15,000
Interest income	**(52,147)**	(2,830)	(49,317)
TOTAL EXPENSES	**$2,525,753**	$798,249	$1,727,504

- Exploration expenses increased from $0.6 million to $2 million due to the acquisition of the 20% interest in Nak, valued at $1.2 million, couple with higher active program expenditures at near the end of the year attributable to the Company. Refer to Mineral Exploration Project and Current Period Update section for further analysis.
- Consulting and management fees increased as a result of increased activity in the Company with the progression of NAK.
- Office, general and administrative increased as a result of more activity in the current year and the timing of activities.
- Audit, accounting and legal decreased as a result of the timing of activities such as the NAK option agreement in the prior year.
- Share-based compensation increased as a result of the timing and quantum of options issued and the resulting vesting period.
- Unrealized loss on investment represents the revaluation of publicly listed securities and reflects the change in the market value during the current period.
- Interest income increased as a result more funds on hand and higher market rates.

Summary of Quarterly Results

The following is a summary of American Eagle's financial results on a quarterly basis for the last eight quarters:

	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
Total assets	$4,714,319	$4,858,911	$4,352,565	$1,792,244
Total liabilities	1,191,077	1,775,839	1,571,869	205,742
Total shareholders' equity	3,523,242	3,083,072	2,780,696	1,586,502
Total revenue	-	-	-	-
Total expenses	2,525,753	2,342,809	848,253	546,917
Net loss	(2,249,953)	(1,567,809)	(688,253)	(546,917)
Basic and diluted net loss per share	$(0.02)	$(0.02)	$(0.01)	$(0.01)

	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Total assets	$1,166,142	$1,431,424	$1,870,418	$2,297,139
Total liabilities	1,193,226	811,621	167,224	238,690
Total shareholders' equity	(27,084)	619,803	1,703,194	2,058,449
Total revenue	-	-	-	-
Total expenses	798,249	1,085,496	377,778	1,038,873
Net loss	(798,249)	(1,085,496)	(377,778)	(1,038,873)
Basic and diluted net loss per share	$(0.01)	$(0.02)	$(0.01)	$(0.01)

There are no known trends in the expenditures incurred by the Company. Total assets and shareholders' equity have fluctuated based on the timing of equity financing activities, offset by the execution of exploration and evaluation programs. Total expenses have fluctuated based on the timing of carrying out exploration and evaluation programs which is dependent on the timing of permits and availability of contractors to carry out the planned work.

Liquidity and Financial Condition

Due to the nature of the junior mineral exploration business, the Company relies upon external financing to fund its ongoing business activities. Financing options are continually being evaluated and pursued by the Company, such as the issuance of share capital and/or debt financing. The Company's ability to continue as a going concern is dependent upon financing arrangements for its business activities. As with any business in this industry, there are uncertainties associated with its ability to raise additional financing through private placements, or other sources to fund these activities. As such, the Company is subject to liquidity risks.

As at December 31, 2023, the Company had working capital of $4.2 million compared to December 31, 2022 when it had a working capital deficiency of $(0.2) million. As at December 31, 2023, the Company had $4.6 million in current assets, an increase of $3.6 million from December 31, 2022 as a result of equity financings, spending in the current period and a reduction of outstanding accounts payable and accrued liabilities. As at December 31, 2023, the Company's current liabilities totaled $1.2 million, which included $0.8 million pertaining to -flow through share premium liability and as at December 31, 2023 other long-term liabilities totaled $Nil.

The Company had a cash balance of $4.4 million as at December 31, 2023, an increase of $3.7 million from $0.7 million as at December 31, 2022. In the year ended 2023, cash used in operating activities was $5.1 million compared to $2.3 million in the prior year period. Cash provided by financing totaled $8.8 million due to completed private placements and exercised warrants, compared to equipment loan payments in the prior year period.

Key management personnel compensation

Key management includes directors and executive officers. The remuneration of the key management of the Company during the years ended December 31, 2023 and 2022 was as follows:

	2023	2022
Geological consulting included in exploration expenses	**$-**	$60,431
Management and consulting fees	**413,629**	358,669
Share-based payments	**305,464**	66,678
	$719,093	$485,778

Standard Ore is controlled by a director of the Company. Standard Ore provides corporate and administrative services to the Company, including office space. For the year ended December 31, 2023, Standard Ore charged the Company $120,000 of management fees (2022 - $120,000), which is included in the amounts in the above chart.

The following is the balance due from related party as at December 31, 2023 and 2022:

	2023	2022
Due to Standard Ore Corporation	**$833**	$-

As at December 31, 2023 the Company owed $3,111 to a Director of the Company.

All of the amounts are unsecured, non-interest bearing with no fixed terms of repayment.

As at December 31, 2023, the Company held 3,000,000 common shares of Orecap at a fair value of $105,000 (2022 – 3,000,000 common shares - $120,000) based on the quoted market price of the Orecap's shares. The Company has directors in common with Orecap.

A person related to a director of the Company provided services to the Company totaling $13,000 for the year ended December 31, 2023 (2022 - $6,000).

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Fair value of financial instruments

The fair value of financial instruments approximates their carrying value due to the short-term maturity of these instruments. At December 31, 2023 and 2022, the Company's investment is classified as Level 1 in the fair value hierarchy.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Amounts receivable are due from the Government of Canada and related party (refer to Note 11) and the Company believes the risk of loss related to these is remote. The Company's exposure to credit risk is on its cash held in bank accounts. Cash is held with major banks in Canada. Management assesses the credit risk of cash and related party receivable as remote.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company strives to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. The Company's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. In the long-term, the Company may have to issue additional equity to ensure there is sufficient capital to meet long-term objectives. See note 8.

Currency and interest rate risk

The Company is exposed to foreign currency risk on financial assets and liabilities that are denominated in a currency other than the Canadian dollar. The currencies giving rise to this risk are the US dollar.

Market price risk

The Company was exposed to market risk relating to its investment and unfavourable market conditions could result in dispositions of its investment at less than favourable prices. The Company's investment is comprised of a publicly-traded corporation. The Company's investment is subject to fair value fluctuations. As at December 31, 2023, if the fair value of the investments fluctuated by 10% all other factors held constant, consolidated net loss would change by approximately $10,500 (2022 - $12,000).

Classification of financial instruments

Financial assets and liabilities included in the statement of financial position are as follows:

	December 31, 2023	**December 31, 2022**
Financial assets at amortized cost:		
Cash	**$4,393,661**	$706,651
Amounts receivable	**119,901**	295,765
Financial assets at FVPL:		
Investment in Orecap	**105,000**	120,000
	$4,618,562	$1,122,416

	December 31, 2023	**December 31, 2022**
Financial liabilities at amortized cost:		
Accounts payable and accrued liabilities	**$311,244**	$1,193,226
Due to related party	**833**	-
	$312,077	$1,193,226

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns to shareholders and benefits to other stakeholders. The Company considers the items included in equity as capital. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through equity offerings or return capital to shareholders.

There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management in the period.

Equity Securities Issued and Outstanding

As at April 26, 2023:

122,488,194 common shares issued and outstanding
12,625,000 incentive stock options outstanding
6,883,434 warrants outstanding

Corporate Governance Matters

The Company has an independent audit committee and a compensation committee that meets periodically as required to review and approve financial statements and to approve management compensation.

Commitments and Contingencies

(a) The Company's exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(b) Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. Certain interpretations are required to assess the eligibility of flow-through expenditures that if changed, could result in the denial of renunciation. The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax-related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitment.

(c) The Company is party to certain management agreements. These agreements contain minimum commitments of approximately $20,000 per month.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Risks and Uncertainties

American Eagle's business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future.

Capital Requirements

The Company will require significant capital in order to fund its operating costs and to explore and develop any project. American Eagle has no revenues and is wholly reliant upon external financing to fund all of its capital requirements. American Eagle will require additional financing from external sources to meet such requirements. There can be no assurance that such financing will be available to American Eagle or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible debt securities of American Eagle, the interests of shareholders in the net assets of American Eagle may be diluted. Any failure of American Eagle to obtain financing on acceptable terms could have a material adverse effect on American Eagle's financial condition, prospects, results of operations and liquidity and require American Eagle to cancel or postpone planned capital investments.

Dependence on Mineral Exploration Projects

Any adverse development affecting the progress of Company's exploration projects such as, but not limited to, obtaining financing on commercially suitable terms, hiring suitable personnel and contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on the Company and its business or prospects.

Metal Prices

The development and success of any project of the Company will be primarily dependent on the future spot prices of copper and gold (and other metals). The copper and gold spot prices, like any other commodity, is subject to significant fluctuation and is affected by a number of factors, which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world. Future serious gold price declines could cause any future development of and commercial production from the Company's projects to be impracticable.

Government Regulation, Permits and Licenses

The Company's mineral exploration and potential development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral projects.

Where required, obtaining necessary permits and licenses can be a complex, time consuming process and the Company cannot assure that required permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral projects may be required to compensate those suffering loss or damage by reason of such mining activities, and may have civil or criminal fines or penalties

imposed for violations of applicable laws or regulations. Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing projects or require abandonment or delays in development of new mining projects.

Competition

The mining industry is competitive in all of its phases. The Company faces strong competition from other exploration and mining companies in connection with the acquisition of projects producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than American Eagle. As a result of this competition, American Eagle may be unable to maintain or acquire attractive mining projects on terms it considers acceptable or at all. Consequently, the financial condition and any future revenues and operations of American Eagle could be materially adversely affected.

Exploration, Development and Operational Risk

The exploration for, and development of, mineral deposits involve significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few projects, which are explored, are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices which are highly cyclical, and government regulations including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in American Eagle not receiving an adequate return on invested capital.

The Company does not currently operate a mine on any of its projects. There is no certainty that the expenditures made by American Eagle towards the search for, and evaluation of, mineral deposits will result in discoveries of commercial quantities of ore. Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of gold. Such hazards and risks include unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of mines and other producing facilities, damage to life or project, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

Reliance on Management and Key Employees

The success of the operations and activities of American Eagle is dependent to a significant extent on the efforts and abilities of its management, a relatively small number of key employees, outside contractors, experts and other advisors. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of its key employees, outside contractors, experts and other advisors. American Eagle does not have in place formal programs for succession of management and training of management nor does it have key person insurance on its key employees. The loss of one or more of these persons, if not replaced, could adversely affect American Eagle's operations and financial performance.

No Assurance of Titles, Boundaries or Approvals

Titles to American Eagle's projects may be challenged or impugned, and title insurance is generally not available. American Eagle's mineral projects may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, American Eagle may be unable to operate its projects as permitted or to enforce its rights with respect to its projects. American Eagle cannot assure that it will receive the necessary approval or permits to exploit any or all of its mineral projects in the future. The failure to obtain such permits could adversely affect American Eagle's operations.

Environmental Risks and Hazards

All phases of American Eagle's operations are subject to environmental regulation in the jurisdiction in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect American Eagle's operations. Environmental hazards may exist on the projects in which American Eagle holds interests which are unknown to American Eagle at present and which have been caused by previous or existing owners or operators of the projects.

Uninsured Risks
American Eagle's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral projects or production facilities, personal injury or death, environmental damage to American Eagle's projects or the projects of others, delays in development or mining, monetary losses and possible legal liability. Although American Eagle maintains insurance to protect against certain risks in such amounts as it considers commercially reasonable, its insurance will not cover all of the potential risks associated with its operations. American Eagle may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to American Eagle on affordable and acceptable terms. American Eagle might also become subject to liability for pollution or other hazards which may not be insured against or which American Eagle may elect not to insure against because of premium costs or other reasons. Losses from these events may cause American Eagle to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

Evaluation of Disclosure Controls and Procedures

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

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of: i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited interim condensed consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

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

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements made and information contained herein is "forward-looking information". These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company on its projects and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving exploration permits;
- the impact of increasing competition;
- unpredictable changes to the market prices for minerals;
- exploration and developments costs for its projects;
- availability of additional financing and opportunities for acquisitions or joint-venture partners;
- anticipated results of exploration and development activities; and
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and Financial Statements and Notes to the Financial Statements as at December 31, 2023 and the Annual MD&A and Financial Statements and Notes to the Financial Statements as at December 31, 2022, uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

"Stephen Stewart"
On behalf of American Eagle's Board of Directors