

Management’s Discussion and Analysis
 for the year-end December 31, 2023



Dated: April 2, 2024

The following discussion and analysis is management's assessment of the results and financial condition of Purepoint Uranium Group Inc. ("Purepoint" or the "Company") and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023, together with the related notes contained therein. The Company's most recent filings are available on the SEDAR website. The date of this management's discussion and analysis is April 2, 2024.

The annual financial statements for the years ended December 31, 2023 and 2022 are prepared in accordance with International Financial Reporting Standards ("IFRS").

Forward looking statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Business of Purepoint

Purepoint maintains a focused objective of locating uranium deposits in the Athabasca Basin in Northern Saskatchewan. Purepoint currently maintains 9 properties located in the Athabasca Basin. The Company entered into joint venture agreements and operates one of these projects with Cameco Corporation and Orano Canada Inc. (formerly AREVA Resources Canada Inc.), one of these projects with Cameco Corporation, while the other seven projects remain 100% owned. Saskatchewan's Athabasca Basin now provides approximately 25% of the world's uranium production credited primarily to that region's unusually high ore grade deposits.

The 2024 operating plan is discussed under Exploration Activities.

Selected quarterly information

The following selected information is derived from the audited annual and unaudited quarterly financial statements.

	Quarter ended December 31, 2023	Quarter ended September 30, 2023	Quarter ended June 30, 2023	Quarter ended March 31, 2023	Quarter ended December 31, 2022	Quarter ended September 30, 2022	Quarter ended June 30, 2022	Quarter ended March 31, 2022
Net loss	(1,567,300)	(369,416)	(957,806)	(2,276,780)	(2,048,103)	(1,780,200)	(910,701)	(1,614,139)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)
Total assets	4,459,040	1,378,114	1,704,029	2,772,031	4,484,040	3,580,537	5,107,311	2,881,222

Selected annual financial information

The following selected information is derived from the audited financial statements.

	Year Ended December 31		
	2023	2022	2021
	(dollars)		
Net loss	(5,171,302)	(6,353,143)	(6,121,594)
Net loss per share - basic and diluted	(0.01)	(0.02)	(0.02)
Total assets	4,460,739	4,484,040	4,596,639

Results of operations

The Company's operations during the year ended December 31, 2023 produced a net loss of \$5,171,302 (2022 - \$6,353,143). The primary operational activity continues to be the exploration of the Company's projects. The expenditures and levels of activity relating to the Company's projects are described in greater detail below following a brief discussion of significant changes in expense line items.

Exploration and evaluation expenditures amounted to \$3,146,690 (2022 - \$4,676,147) and are result of drilling activities on the Company's own properties Red Willow, joint project operational activities, specifically drilling at Hook Lake Property and geophysical surveys on new properties including Tabernor Block. Decrease is a result of decreased operational activities on the Company's own properties.

Exploration salaries and benefits amounted to \$545,141 (2022 - \$575,137).

Share based payments in the amount of \$871,305 (2022 - \$376,912) have been recognized during the year ended December 31, 2023. On December 18, 2023 the Company granted 10,500,000 stock options at an exercise price of \$0.055 per option, vesting immediately. On May 26, 2023 the Company granted 8,850,000 stock options at an exercise price of \$0.05 per option, vesting immediately. On May 13, 2022 the Company granted 6,350,000 stock options at an exercise price of \$0.07 per option, vesting immediately. Fair value assigned to new grants was expensed in the same period when granted.

Investor relations decreased by 166,016 compared to 2022. The decrease is attributable to due to decreased marketing activities overall.

Professional fees decreased by \$51,739 compared to 2022 and decrease is attributable to decreased legal fees related to 2022 Base Shelf Prospectus filings and Omnibus Plan drafting.

Transfer agent and filing fees decreased by \$32,374 compared to 2022 and is attributable to submission fees paid in 2022 related to Omnibus Plan and OTC markets.

Operator fees and other expense recoveries with respect to joint projects amounted to \$286,444 (2022 - \$202,676). The increase of \$83,768 compared to 2022 is primarily due to an increase in joint project operational activities overall, specifically drilling at Hook Lake Property.

Other expenses were comparable to 2022.

Cash flows

Cash flows used in operating activities

Cash used in operating activities was \$3,885,349 compared to \$6,710,724 in 2022. This was predominantly the result of the operational activities on the Company's own properties, especially drilling on the Red Willow property and joint project operational activities, especially drilling at Hook Lake Property.

Cash flows provided by financing activities

Cash flows provided by financing activities was \$4,014,005 in 2023 compared to \$6,360,813 in 2022 and it comes mainly from the private placement financings in December 2023 and in April and December 2022.

Cash flows used in investing activities

The Company did not have any cash flows from investing activities in 2023 and 2022 as the money raised in private placements was regularly spent for operating activities during these periods.

Exploration Review

Exploration and evaluation expenditures

The Company incurred \$3,146,690 (2022 - \$4,676,147) in exploration and evaluation expenditures on its properties in 2023, as follows:

	<u>2023</u>	<u>2022</u>
Red Willow Property	\$ 1,890,032	\$ 2,293,985
Hook Lake Property	373,883	53,059
Smart Lake Property	2,229	4,269
Turnor Lake Property	31,468	1,069,425
Umfreville Property	-	5,299
Henday Lake Property	2,258	14,169
Tabbemor Block	484,550	807,703
Other Properties	362,270	428,238

Recent Highlights

Exploration activities completed during 2023 included:

1. A winter drill program carried out at the Hook Lake Joint Venture:
 - First pass drilling was conducted at the 25-kilometre-long Carter Corridor.
 - 2,710 metres of diamond drilling were completed in six holes to test the Carter Corridor, a program designed using 800 metre step-outs towards the north in order to identify the most prospective geology.
 - Diamond drill hole CRT23-05 returned an assay of 0.08% U₃O₈ (671 ppm U) over 0.4 metres (319.1 to 319.5m) from a 15-metre graphitic shear zone (318 to 333m) below the unconformity (283m).
 - In addition, the CRT23-05 mineralization was found to be surrounded by a significant boron halo returning greater than 800 ppm B over 35 metres (305-340m), comparable to the early results at the Company's nearby Spitfire discovery.
 - Results were presented to the Joint Venture partners on May 1, 2023, and plans for follow up of 2,500 metres of diamond drilling across 5 holes at the Carter Corridor are developed for the upcoming winter season.
2. A winter drill program carried out at the Red Willow project:
 - Follow-up drill testing at the Osprey, Geneva, and Radon Lake Zones continued to show that anomalous uranium mineralization and alteration is present throughout the property.
 - 3,854 metres of diamond drilling were completed in 15 holes.
 - Given the property size and number of targets yet untested, a newly completed, National Instrument 43-101 compliant technical report on the Red Willow project was filed on April 28, 2023.
 - The Company is now planning programs at Red Willow to conduct first-pass drill testing of geophysical targets in the Dancing Lake, Long Lake, Topping Island, Golden Eye, Ghost Lake, Horse Lake, Boundary, Jeffrey, Dominic and Cuning Bay areas (46 kilometres of combined conductors).
3. The release of last summer's geophysical survey results at the Tabernor project:
 - Purepoint completed its initial review of the 2,962 line-kilometre, VTEM survey conducted across its Tabernor Block.
 - Over 70 kilometres of EM conductors within seven target areas were outlined from the VTEM results.
 - Prior to releasing these results, the Company was able to stake additional ground encompassing a projected conductive trend in the central area and in doing so, the three distinctive projects (Midbear, JebRaven and ColinEagle) are now a single continuous project, known as the Tabernor Project
 - Follow-up airborne geophysics and field mapping planned for later this year.
4. The release of results from an airborne gravity survey across its 100% owned Denare West Volcanogenic Massive Sulphide (VMS) project:
 - Identified and staked by Purepoint in 2018, this highly prospective and valuable base and precious metal exploration opportunity lies on strike with Foran Mining Corp's McIlvenna Bay deposit - now in development.

- Purepoint has completed its initial review of the 1,100 line-kilometre, FALCON® Airborne Gravity Gradiometer survey results collected across its Denare West project.
 - The Hanson Lake and McIlvenna Bay deposits are located along the eastern edge of a prominent gravity high response that extends onto Denare West project.
 - To best prioritize exploration target areas, an airborne deep-penetrating EM survey using advanced technology is planned for later this year.
5. In November, the Company reported that following the completion of its airborne Mobile MagnetoTellurics (MobileMT) survey on the Tabbernor Project, the Company added approximately 8,865 hectares to the property:
- Purepoint completed a 2,667 line-km airborne MobileMT geophysical survey focused on the 50-kilometre conductive corridor that cuts through the project.
 - A detailed soil geochemical survey was also performed covering approximately 2.5 kilometres of the Central EM conductor within a prospective area.
 - An additional 8,865 hectares was acquired through staking adjacent to the eastern boundaries of the project.
 - Final geophysical products, assays and interpretations are pending.

Exploration Activities

2022 Winter Drill Program at Red Willow

On January 12, 2022 Purepoint announced the commencement of a drill program focusing on the Osprey Zone where initial drilling identified basement-hosted uranium mineralization highlighted by RW-19 that intersected 0.19% U₃O₈ over 4.0 metres and included 3.03% U₃O₈ over 0.1 metre.

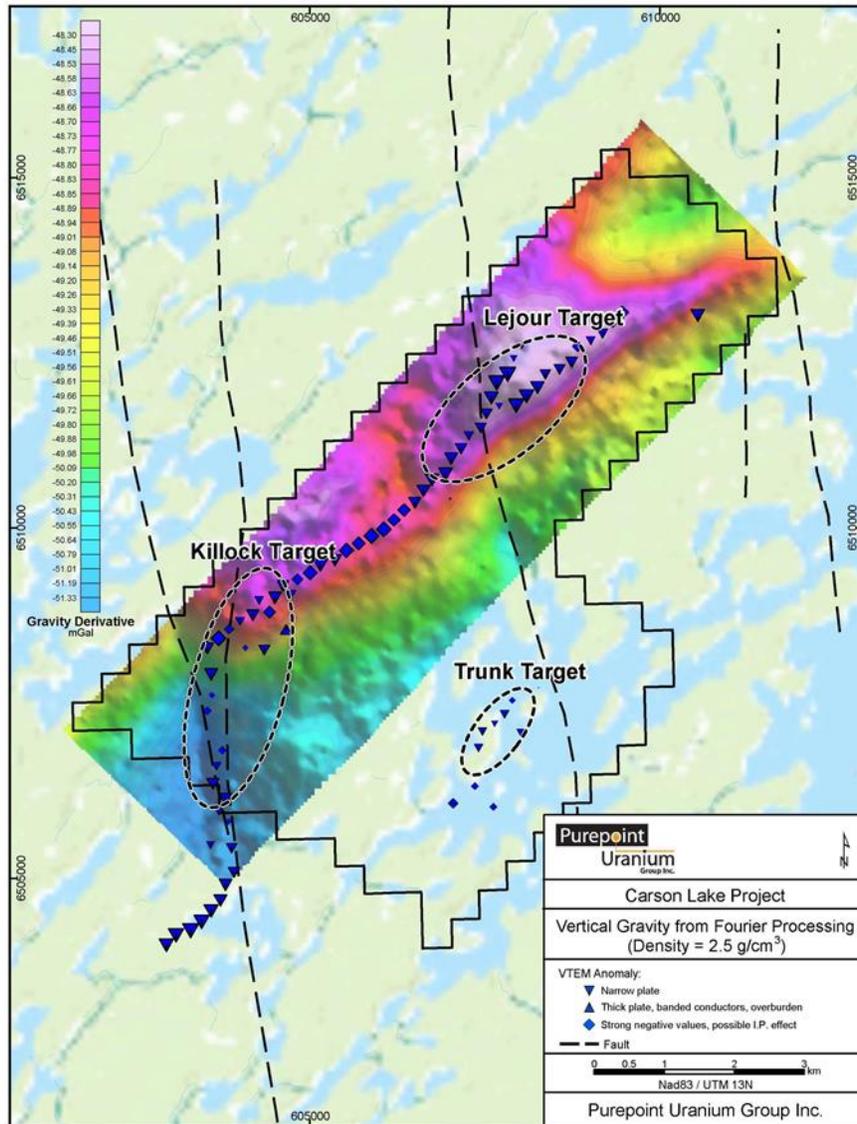
Completion of the 12 hole, 2,088 metres program was announced in mid-April where the Company reported the definition of a 1.2 kilometre corridor of continuous elevated radioactivity associated with the Osprey Zone electromagnetic (EM) conductor.

2022 Geophysical Program at Carson Lake

The 2022 summer airborne gravity gradiometer, gravity and magnetic surveys at Carson Lake refined two primary target areas.

To the southwest, the Killock target is presumed to be graphitic pelite that has been incorporated into the north-south-trending Killock fault. Brittle structures such as the Killock fault intersecting ductile rock types, such as graphitic pelite, can create favourable dilation zones and allow uranium-rich fluids to become trapped.

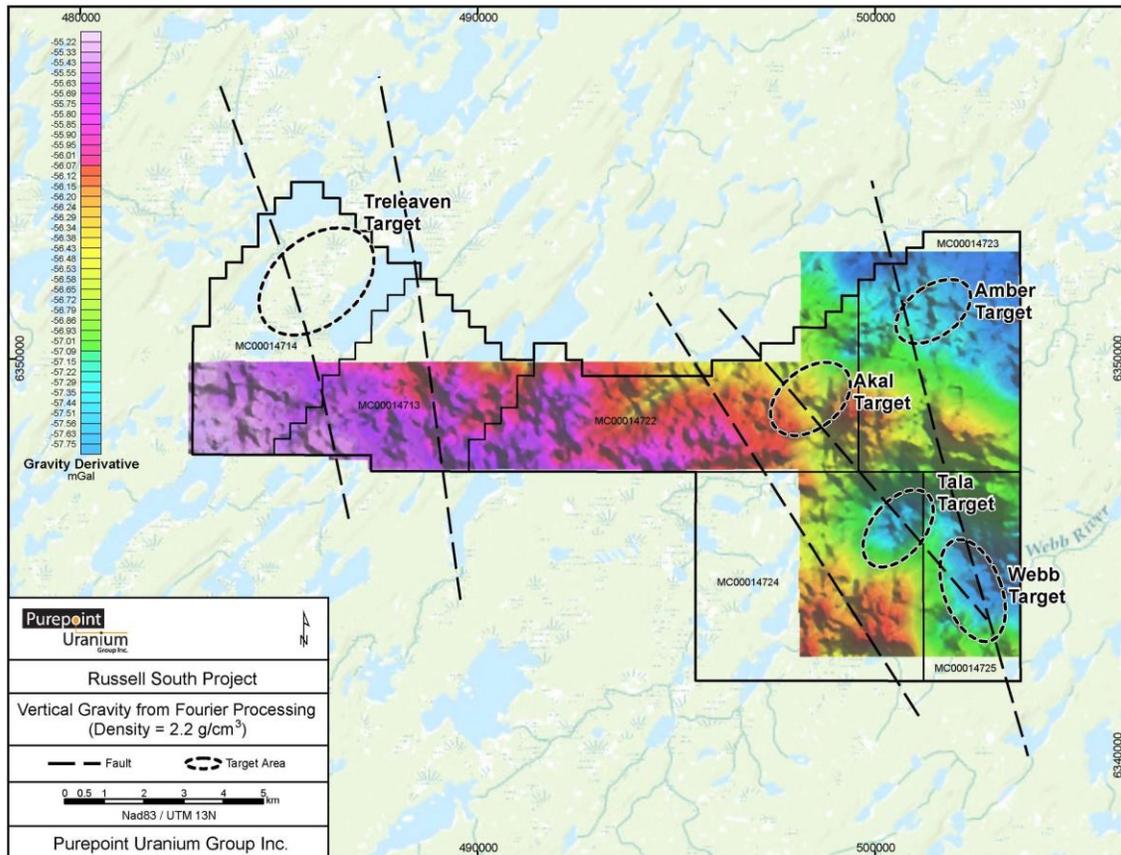
The Lejour target is located where the north-south-trending Lejour fault crosscuts the main conductive trend. Gravity results suggest that the conductive trend is associated with a lithologic contact. Interpretation of the EM results suggests the single conductor west of the Lejour fault is present as two parallel conductors east of the fault. The lower-priority Trunk target is a one-kilometre-long, sigmoidal-shaped EM conductor located within the southeast portion of the project.



2022 Geophysical Program at Russell South

Last summer's airborne gravity gradiometer, gravity and magnetic surveys at Russell South refined five target areas.

The four eastern targets are based on the recent results from the airborne geophysical survey. The target zones are coincident airborne gravity low and magnetic low responses, interpreted as favourable rock types and/or alteration zones, that are proximal to north-northwest trending structures. The western Treleven target area hosts historic coincident geochemical anomalies possibly related to a dilational zone lying between the interpreted north-south faults.



2022 Geophysical Program at the Tabbernor Block

In August, an airborne electromagnetic (EM) survey was conducted over the MillKey, JebRaven, MidBear and CollinEagle projects (collectively referred to the Tabbernor Block).

The survey was designed to help identify structural splays off the North/South trending Tabbernor structures as well as associated graphitic conductor targets in the area. Results were released on May 2, 2023 outlining over 70 kilometres of EM conductors within seven target areas.

Prior to releasing these results, the Company was able to stake additional ground encompassing a projected conductive trend in the central area and in doing so, Purepoint's three distinctive projects (Midbear, JebRaven and ColinEagle) are now a single continuous project, known as the Tabbernor Project ("Tabbernor").

2022 Fall Drill Program at Red Willow

In September 2022, Purepoint commenced drilling at its 100% owned Red Willow project to follow up on the winter program where drilling intersected uranium mineralization along 1.2 kilometres of strike length associated with the northern area of the Osprey Zone electromagnetic (EM) conductor. Four additional drill holes defined the extension of that mineralization for another 0.8 kilometers towards the north, just short of the property claim line.

2022 Fall Drill Program at Turnor Lake

Immediately after the short program at Red Willow, drilling was moved to Turnor Lake to provide two inaugural holes at the Serin Conductor. The Serin conductor lies within the LaRocque corridor that hosts Orano Canada Inc.'s Alligator prospect (3.8% U3O8 over 10.5m in hole WF-08), Cameco Corp's LaRocque showing (29.9% U3O8 over 7.0m) and, most recently, IsoEnergy Ltd.'s Hurricane deposit (Indicated Mineral Resource of 48.61 million lbs of U3O8 based on 63,800 tonnes grading 34.5% U3O8; IsoEnergy PR; Jul 18, 2022).

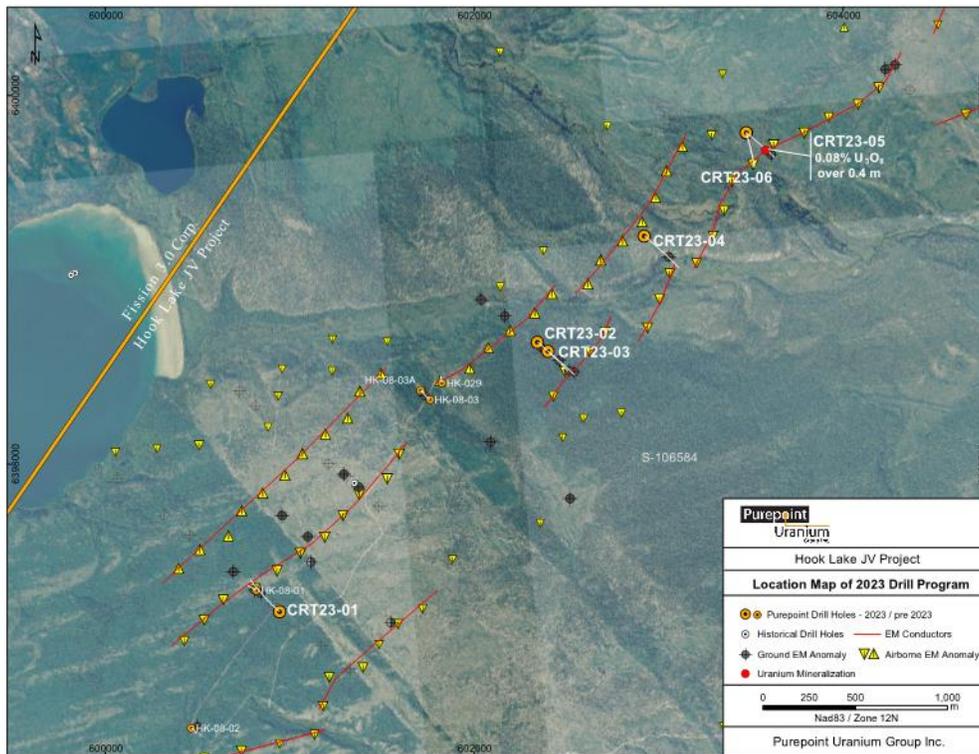
The initial hole, SL22-02, encountered favourable graphitic pelitic rock and clay alteration associated with radioactive spikes on trend with IsoEnergy Ltd.'s Hurricane deposit. The results of the two Turnor Lake holes completed last year will be used to re-interpret airborne and ground geophysical data before designing a follow-up exploration program.

2023 Winter Drill Program at Hook Lake Joint Venture

In January 2023, Purepoint commenced drilling along the Carter Corridor at its Hook Lake Joint Venture. This first pass drill program was designed to test the main conductive trend using 800 metre step-outs towards the north in order to identify the most prospective geology.

On March 29, 2023 the Company announced the completion of the program and preliminary results, having carried out 2,710 metres of drilling in six holes. The fifth hole of the program, CRT23-05, encountered elevated radioactivity associated with graphitic shearing and intense clay alteration. The downhole gamma results were the highest counts-per-second seen outside of the project's nearby Spitfire discovery.

Assays released on May 8, 2023 showed that diamond drill hole CRT23-05 returned 0.08% U3O8 (671 ppm U) over 0.4 metres (319.1 to 319.5m) from a 15 metre graphitic shear zone (318 to 333m) below the unconformity (283m). In addition, the CRT23-05 mineralization was found to be surrounded by a significant boron halo returning greater than 800 ppm B over 35 metres (305-340m). Results were presented to the Joint Venture partners on Monday, May 1, 2023 and plans for follow up drilling were developed.



2023 Winter Drill Program at Red Willow

In January 2023, Purepoint commenced follow-up drilling at the Osprey, Geneva and Radon Lake zones of its 100% owned Red Willow project.

3,854 metres of diamond drilling were completed in 15 holes with results continuing to demonstrate anomalous uranium mineralization and alteration is present throughout the property. Testing of the three 2023 zones is considered complete and Purepoint is planning first-pass drill testing of priority geophysical targets in the Dancing Lake, Long Lake, Topping Island, Golden Eye, Ghost Lake, Horse Lake, Boundary, Jeffrey, Dominic and Cunning Bay areas (46 kilometres of combined conductors).

Given the property size and number of targets yet untested, a National Instrument 43-101 compliant technical report on the Red Willow project has been recently completed and can be found on SEDAR as well as the Company's web site - "Technical Report on the Red Willow Project, Northern Saskatchewan, Canada April 28, 2023.

2023 Denare West Project Introduced and Optioned to Foran Mining Corporation

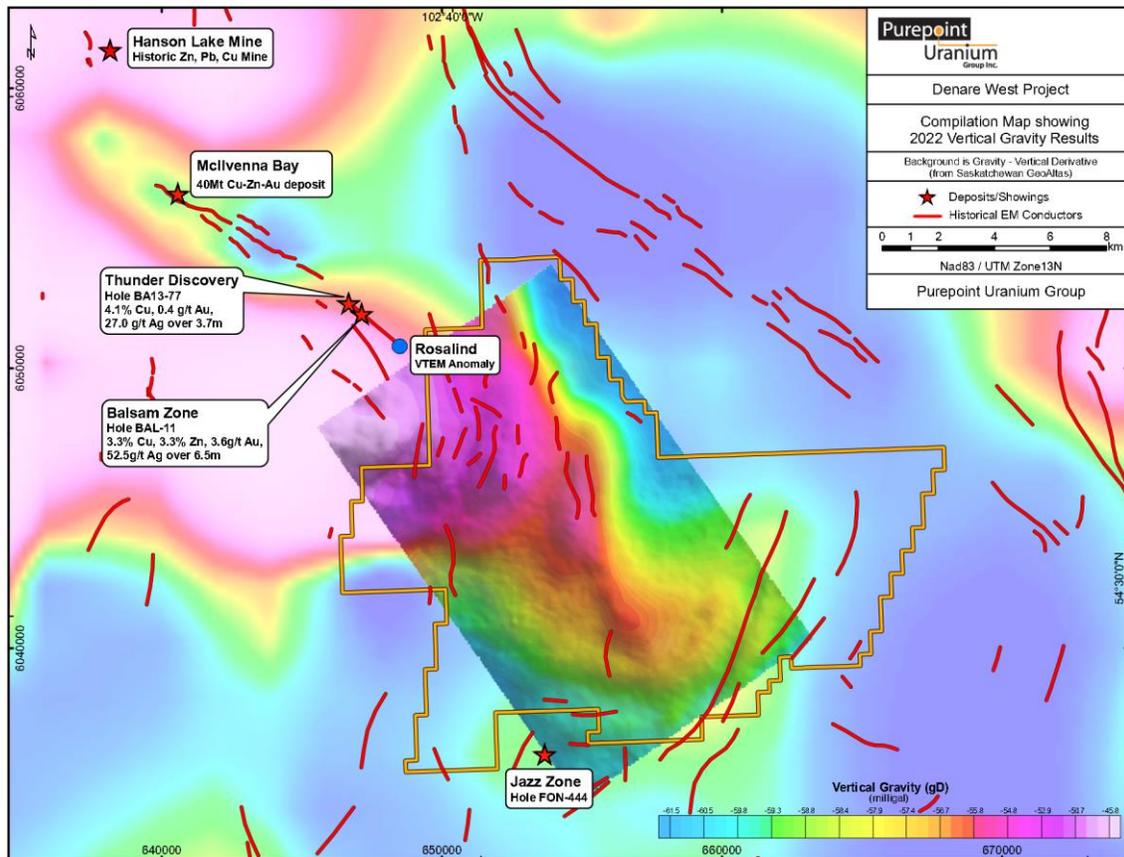
On May 23, 2023, Purepoint provided results from an airborne gravity survey across its 100% owned Denare West Volcanogenic Massive Sulphide (VMS) project located approximately 9 kilometres southeast of Foran Mining Corp's McIlvenna Bay Cu-Zn-Au deposit in the Hanson Lake area of eastern Saskatchewan, the largest undeveloped VHMS deposit along the prolific Flin Flon Greenstone Belt.

The Denare West Project area was identified by Purepoint in 2018 as a highly prospective and valuable base and precious metal exploration opportunity that was on strike with the Hanson

Lake and McIlvenna Bay deposits. The Denare West property was subsequently staked and is currently comprised of 10 claims covering an area of 21,066 hectares.

To Purepoint's advantage, these dispositions remained in good standing for an extended time, due to COVID-19 relief provided by the Saskatchewan Government, while Foran advanced the McIlvenna Bay project. Purepoint recently carried out an airborne gravity survey in order to determine a potential relationship between the project and the McIlvenna Bay resource. The results of the gravity survey are interpreted as showing a direct geologic association between the McIlvenna Bay VMS deposit and our Denare West project.

Purepoint had scheduled a follow-up airborne EM survey for 2023 to be flown by Expert Geophysics of Toronto, ON. The survey will utilize the Mobile MagnetoTellurics (MobileMT) equipment that provides high-resolution EM results to depths of 1000 metres. We anticipate the new EM results will allow us to properly identify prospective geologic horizons and prioritize targets for ground geophysics and diamond drilling.

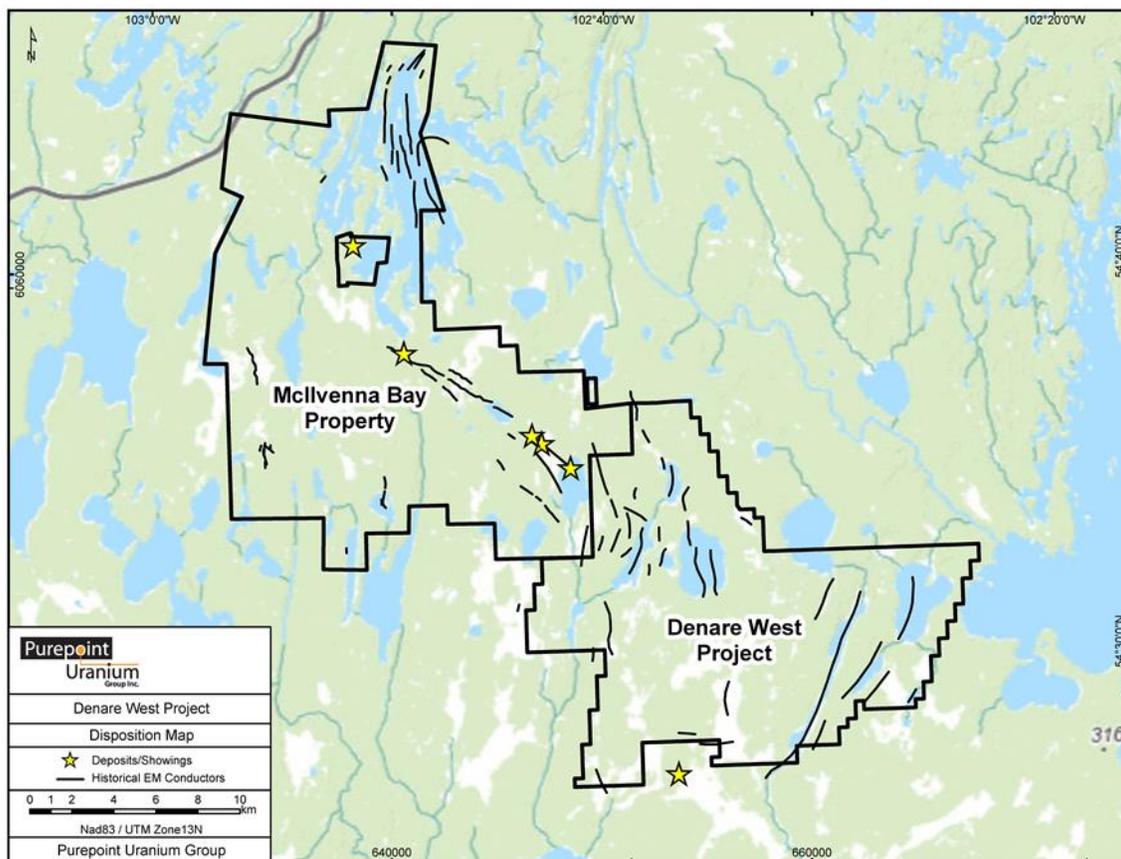


On November 20, 2023, the Company announced that it had entered into an option agreement (the "Option Agreement") with a wholly-owned subsidiary of Foran Mining Corporation (TSX: FOM) ("Foran") pursuant to which Purepoint granted options to Foran to acquire up to 100% interest in Purepoint's Denare West Project located in east-central Saskatchewan, approximately 55 kilometres west-southwest of Flin Flon, Manitoba (the "Property"). The Property is adjacent to and on trend with Foran's McIlvenna Bay project.

Concurrently with the execution of the Option Agreement, Foran invested \$350,000 in a non-brokered private placement of 7,000,000 common share units (each, a "Unit") of Purepoint at a price of \$0.05 per Unit (the "Private Placement"). Each Unit was comprised of one common share of Purepoint and one common share purchase warrant exercisable at a price of \$0.07 per share for a term of two years from the date of issue. Purepoint intends to use the net proceeds of the Private Placement for general working capital purposes.

Pursuant to the option agreement:

- Foran has been granted the option to acquire a 51-per-cent beneficial interest in the property by incurring a total of \$3-million in qualifying exploration expenditures on the property over a period of up to four years from the effective date of the option agreement.
- Following the exercise of the first earn-in option, Foran will have the option to acquire an additional 29-per-cent beneficial interest in the property by incurring an additional \$3-million in expenditures on the property over a period of up to two years following the end of the first expenditure period.
- Following the exercise of the second earn-in option, Foran will have the final option to acquire the remaining 20-per-cent interest in the property by making a payment in the amount of \$10-million to Purepoint and granting a 2-per-cent net smelter return (NSR) royalty to Purepoint.
- Foran has a multistage option to buy back the NSR royalty from Purepoint: initially, it can repurchase 1-per-cent NSR royalty for \$1-million at any time before deciding to operate a mine commercially on the property. Following this, subject to exercising the first royalty option and after 60 months of NSR payments, it has the option to buy an additional 0.5-per-cent NSR royalty for another \$1-million. Finally, after 120 months of NSR royalty payments and exercising the second royalty option, it can acquire the remaining 0.5-per-cent NSR royalty for \$1-million.
- Subject to the stock exchange approval and satisfaction of certain other conditions set out in the option agreement, Foran may pay the final purchase option price, the first royalty option price, the second royalty option price and the final royalty option price by issuing common shares to Purepoint at a deemed price per share that is equal to the 20-trading-day volume-weighted average price of Foran shares immediately preceding the date of the notice of exercise of the applicable option.
- At the end of the earn-in phases, if Foran does not elect to acquire Purepoint's remaining interest in the property, Foran and Purepoint will form a joint venture, whereby Foran will finance all operations of the joint venture until it completes a prefeasibility study with respect to the property.



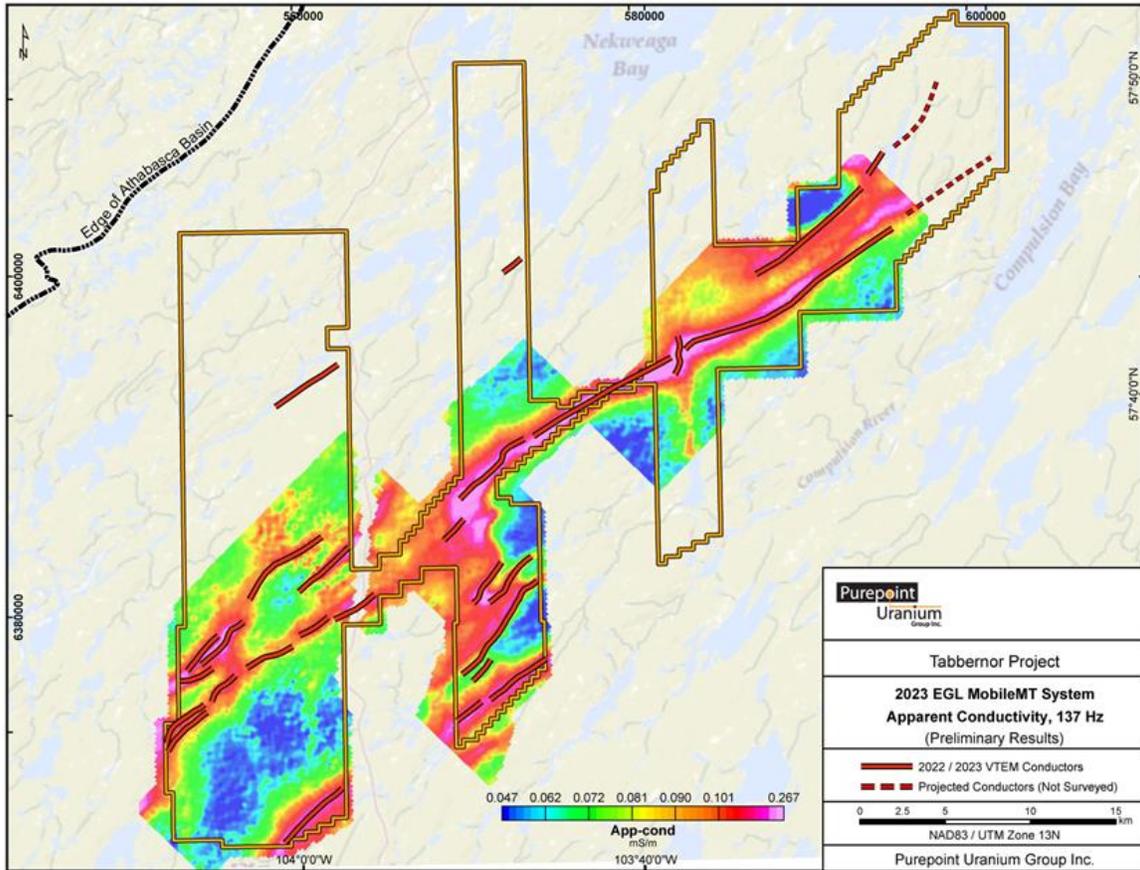
2023 Geophysical and Geochemical Surveys at Tabernor

On November 7, 2023, the Company announced preliminary results of a follow-up airborne EM survey at Tabernor flown by Expert Geophysics of Toronto, ON. The survey utilized Mobile MagnetoTellurics (MobileMT) equipment that provides high-resolution EM results to depths of 1000 metres.

The survey not only confirmed the Central electromagnetic (EM) conductor cutting through the project but identified a significant EM anomaly continuing to the east beyond the claim line. As a result, the Company added approximately 8,865 hectares to the property through staking.

Purepoint also announced the completion of a detailed soil geophysical covering approximately 2.5 kilometres of the Central EM conductor within a prospective area. Final geophysical products, assays and interpretations are pending.

Following staking, the Tabernor Project consists of 34 claims that total 79,463 hectares.



2024 Winter Drill Program at Hook Lake JV

On February 7, 2024, the Company announced the commencement of its exploration program at the Hook Lake JV Project that is jointly owned by Orano (39.5%), Cameco Corporation (39.5%) and Purepoint (21%) for the upcoming winter season:

- Approximately 2,500 metres of diamond drilling are planned across 5 holes at the Carter Corridor.
- The program will follow up on hole CRT23-05 which returned an assay of 0.08% U3O8 (671 ppm U) over 0.4 metres (319.1 to 319.5m) from a 15-metre graphitic shear zone (318 to 333m downhole depth) below the unconformity (283m).
- In addition, the CRT23-05 mineralization was found to have a significant boron halo returning greater than 800 ppm B over 35 metres (305-340m).
- The Carter corridor is a long lived, reactivated fault zone that lies between the Clearwater Domain granitic intrusive rocks to the west and runs parallel to the Patterson structural corridor to the immediate east.
- The 25-kilometre strike length of the Carter structural/conductive corridor is almost entirely located within the Hook Lake JV project.
- Drilling began in January 2024.

Project portfolio

Hook Lake Project - Joint Venture with Cameco Corp and Orano Canada Inc.

The Company entered into a definitive joint venture agreement with Cameco Corporation and Orano Canada Inc. (formerly AREVA Resources Canada Inc.) for the ongoing exploration of the Hook Lake uranium project in the Athabasca Basin pursuant to its option agreement with Cameco announced February 7, 2007.

Under the original option agreement, Purepoint acquired a 21% interest in the Hook Lake project. The remaining 79% of the project is owned by Cameco Corporation (39.5%) and Orano Canada Inc. (39.5%).

Located along the Patterson Uranium District, the Hook Lake JV has been operated by Purepoint since 2007. The project resides along-strike and adjacent to two of the world's largest, high-grade uranium deposits. It consists of nine claims totaling 28,683 hectares including the Spitfire high-grade discovery (53.3% U3O8 over 1.3 metres within a 10-metre interval of 10.3% U3O8).

Smart Lake Project - Joint Venture with Cameco Corp

The Company entered into a definitive joint venture agreement with Cameco Corp. for the ongoing exploration of the Smart Lake uranium project in the Athabasca Basin pursuant to its option agreement with Cameco announced February 7, 2007.

The Smart Lake property includes two claims with a total area of 9,800 hectares situated in the southwestern portion of the Athabasca Basin, approximately 60 km south of the former Cluff Lake mine.

Depth to the unconformity, where it occurs, is relatively shallow at less than 350 metres.

Aeromagnetic and electromagnetic patterns at Smart Lake reflect an extension of the patterns underlying the Shea Creek deposits (max. grade of 58.3% U3O8 over 3.5 m) 55 km north of the property. Exploration by Purepoint and Cameco has firmly established the presence of uranium mineralization, hydrothermal alteration and the location of a number of basement electromagnetic conductors never drill tested.

During 2008, Purepoint's initial drill hole SMT08-01 intersected a weakly radioactive structure that displayed the strongest radioactivity returned from a tension fracture in SMT08-06 assaying 1,600 ppm U over 0.1 metre.

Known uranium mineralization at the Smart Lake project is associated with a steeply dipping, north-northwest striking, and hydrothermally altered, graphitic-shear zone. The strongest radioactivity returned from the conductor is 127 ppm U over 13.3 metres in hole SMT08-01. A geochemical signature is associated with the uranium mineralization and includes the enrichment of nickel, arsenic, and cobalt. A flat-lying, radioactive tensional fracture zone extends westward from the graphitic shear and returned 1,600 ppm U over 0.1 metre.

Red Willow Project - 100% Owned

The 100 % owned Red Willow property is situated on the eastern edge of the Athabasca Basin in Northern Saskatchewan, Canada and consists of 17 mineral claims having a total area of 40,116 hectares. The property is located close to several uranium deposits including Orano Resources Canada Inc.'s mined-out JEB deposit, approximately 10 kilometres to the southwest, and Cameco's Eagle Point deposit that is approximately 10 kilometers due south.

Geophysical surveys conducted by Purepoint at Red Willow have included airborne magnetic and electromagnetic (VTEM) surveys, an airborne radiometric survey, ground gradient array IP, pole-dipole array IP, fixed-loop and moving-loop transient electromagnetics, and gravity. The detailed airborne VTEM survey provided magnetic results that are an excellent base on which to interpret structures while the EM results outlined over 70 kilometers of conductors that in most instances represent favourable graphitic lithology. A total of twenty-one conductive zones have been identified as priority exploration targets of which only seven have been subject to first pass drilling.

Turnor Lake Project - 100% Owned

The Turnor Lake project is 100% owned by Purepoint and includes five claims with a total area of 9,705 hectares situated in the eastern plane of the Athabasca Basin. Depth to the unconformity is shallow at approximately 180 metres.

The property covers known graphitic conductors that are associated with uranium showings on adjoining properties, namely Orano Canada Inc.'s Alligator prospect (3.8 per cent U3O8 over 10.5 m in hole WF-08), Cameco Corp.'s La Rocque showing (29.9 per cent U3O8 over 7.0 m) and, most recently, IsoEnergy Ltd.'s Hurricane zone, which has reported results of 38.8 per cent U3O8 over 7.5 m (press release dated Dec. 1, 2020).

The project lies in close proximity to several uranium deposits including Roughrider, Midwest Lake, and McClean Lake.

Henday Project - 100% Owned

The 100% owned Henday Lake property is 1,029 hectares in size and consists of 2 claims. This property is located nine kilometres northwest of Orano's Midwest Lake deposit (41 million lbs. U3O8) and ten kilometers west of Rio Tinto's Roughrider Deposit (57 million lbs. U3O8).

Only one drill hole is known to have been drilled on Purepoint's Henday property. Hole HLH8-71 was drilled by Cogema Resources (now Orano Canada Inc.) in 1998 and encountered a steeply dipping, strongly graphitic fault gouge at the bottom of the hole. The claims rest within a magnetic low believed to represent pelitic basement rocks, a typical host rock for economic uranium mineralization. The depth to basement is locally less than 350 metres.

The Henday Lake property falls within the Mudjatik-Wollaston Tectonic Zone, a northeast trending structural zone along the eastern margin of the Basin. The Mudjatik-Wollaston Tectonic Zone is the NE trending high strain tectonic zone marking the boundary between the Archean gneisses and granitoids of the Mudjatik Domain to the west and Archean gneisses, metasediments, and pegmatite intrusions of the Wollaston domain to the east. All of the operating uranium mines in Canada are located along this trend.

Carson Lake Project - 100% Owned

The 100% owned, 4,972-hectare, Carson Lake Project adjoins ValOre Metals Hatchet Lake Project on the north-eastern edge of the Athabasca Basin. The project covers a historic airborne geophysical electromagnetic (EM) survey that outlined a strong northeast trending EM conductor approximately 10 kilometres in length. The survey covered two of the primary target areas.

To the north, the Killock target is presumed to be graphitic pelite that has been incorporated into the north-south trending Killock Fault. Brittle structures such as the Killock fault intersecting ductile rock types, such as graphitic pelite, can create favourable dilation zones and allow uranium-rich fluids to become trapped.

The Lejour target is located where the north-south trending Lejour Fault crosscuts the main conductive trend. Gravity results suggest that the conductive trend is associated with a lithologic contact. Interpretation of the EM results suggests the single conductor west of the Lejour Fault is present as two parallel conductors east of the fault. The lower priority Trunk target is a 1-kilometre long, sigmoidal shaped EM conductor located within the southeast portion of the project.

Russell South Project - 100% Owned

The 100% owned Russell Lake Project is located near the south-central edge of the Athabasca Basin covering an area of 13,320 hectares.

Five target areas have now been identified at the project. The four eastern targets are based on the recent results from the airborne geophysical survey. The target zones are coincident airborne gravity low and magnetic low responses, interpreted as favourable rock types and/or alteration zones, that are proximal to north-northwest trending structures. The western Treleven target area hosts historic coincident geochemical anomalies possibly related to a dilational zone lying between the interpreted north-south faults.

The project adjoins Cameco's Key Lake project on which the Key Lake Mine produced over 200 million pounds of uranium at a grade averaging 2.3% U3O8 between 1983 and 1997. In addition, the project adjoins the Moore Lake Project owned by Skyharbour Resources Ltd. with their high-grade Maverick Zone and Rio Tinto's Russell Lake Project to the west and south.

Tabbemor Block - 100% Owned

The 100% owned Tabbemor Project was staked along three major trends of the Tabbemor Fault System, a deep seated, 1,500-kilometre crustal shear system that runs north through the Athabasca Basin. The system not only hosts over 80 historic mines and gold occurrences but also cross cuts the Basin's mine trend aligning itself with 8 of the Basin's largest uranium discoveries.

The Tabbemor Project consists of 34 claims that total 79,463 hectares. The original block of three north-south claim groups (23 claims) that covered Tabbemor structures have now been joined by an additional 11 claims that cover a strong east-northeast trending belt of conductive rocks.

The Tabbemor Fault System (TFS) is a wide, >1,500 km geophysical, topographic, and geological structural zone that trends approximately northward along Saskatchewan's eastern boundary. Purepoint's research has shown that although none of the province's currently known uranium deposits have been linked to the north-south trending TFS, localized shear zones hosting uranium mineralization may have an associated north-south structural component.

Reactivation of the TFS may have coincided with the age of formation of large uranium deposits in the Athabasca Basin (Davies, 1998). Davies also concluded that structural similarities between the TFS and mineralized areas suggest that the fault system may have had a control on the location of mineralization. More specifically, he considered that several deposits, such as the Sue, Midwest, Dawn Lake and Rabbit Lake all demonstrate a north-south control and strong Tabbemor-like characteristics.

Purepoint staked claims to the south of the Athabasca Basin based on interpreted north-south lineaments linking the Key Lake and Millennium deposits, the Midwest and West Bear deposits, the Jeb and Raven deposits, and the Collins Bay and Eagle Point deposits.

Reference:

Davies, J.R. (1998): The origin, structural style, and reactivation history of the Tabernor fault zone, Saskatchewan, Canada; Master's thesis, McGill University, Montreal, Quebec, 105p.

Denare West Project - Optioned to Foran Mining Corporation

The Denare West VMS project is located in east-central Saskatchewan, roughly 55 kilometres west-southwest of Flin Flon, Manitoba, and is comprised of 10 claims covering an area of 21,066 hectares in the Hanson Lake area. Provincial highway # 106 provides access to the McIlvenna Bay site road and historic drill trails from the site provide access to the western side of the Denare West project.

On November 20, 2023, the Company announced that it had entered into an option agreement with a wholly-owned subsidiary of Foran Mining Corporation (TSX: FOM) pursuant to which Purepoint granted options to Foran to acquire up to 100% interest in Purepoint's Denare West Project located in east-central Saskatchewan, approximately 55 kilometres west-southwest of Flin Flon, Manitoba (the "Property"). The Property is adjacent to and on trend with Foran's McIlvenna Bay project.

McIlvenna Bay is the largest undeveloped VHMS deposit along the prolific Flin Flon Greenstone Belt. McIlvenna Bay's Feasibility Study supports probable mineral reserves of 25.7 Mt at 2.51% CuEq containing 697 million pounds of copper and 1.4 billion pounds of zinc included in a mineral resource of 39 million Indicated tonnes grading 2.04% CuEq for 1.0 billion pounds of copper and 1.9 billion pounds of zinc and 5 million Inferred tonnes grading 1.8% CuEq for 104 million pounds of copper and 282 million pounds of zinc.

The McIlvenna Bay Project is designed around a newly defined reserve accessed by new development and shares geologic characteristics similar to other major mines along the Flin Flon Greenstone Belt. Recent feasibility results outlined an initial phase 18 year mine life producing 65 Mlbs of copper equivalent at an average all-in sustaining cost (net of credits) of \$0.90/lb. The McIlvenna Bay Project is levered to commodity prices. At spot prices as at April 4, 2022 (copper US\$4.81/lb), the initial phase project delivers a pre-tax NPV7% of C\$1.1 billion and IRR of 54% (C\$1.3B and 44% after-tax). The Deposit remains open and regional exploration continues to demonstrate the exciting potential to increase throughput and mine life.

Liquidity and capital resources

At December 31, 2023, the Company had a working capital surplus of \$4,120,109, compared to a surplus of \$4,392,762 as at December 31, 2022. The decrease is attributed to the operational activities, especially drilling at the Company's own Red Willow property and drilling at Hook Lake Property joint project with Cameco and Orano.

The Company's sources of capital at present consist of cash on hand, exercise of options and warrants, sale of assets, joint venture financings and public equity raise. Assuming that ongoing capital raise, operations and exploration activity are consistent with recent activity levels management believes that cash on hand is adequate to fund ongoing operations through the next year.

Lease commitments

With respect to its office in Saskatoon, the Company recognized right-of-use asset and initial lease liability totalling \$137,637 on January 1, 2019. The Company extended the lease of its office in Saskatoon for a further period of 3 years, from January 1, 2023 to December 31, 2025. The Company recognized right-of-use asset and initial lease liability totalling \$105,679 as of January 1, 2023. The new lease liability has a term of 3 years and is discounted at a rate of 11.67%.

	2023	2022
Lease liability at the beginning of the year	\$ -	\$ 41,388
New lease liability	105,679	-
Add: Lease accretion	12,890	3,185
Less: Total lease payments	(43,342)	(44,573)
Lease liability at the end of the year	75,227	-
Less: Current portion	(35,000)	-
Lease liability - long term	\$ 40,227	\$ -

Flow-through share commitments

With respect to 2023 financing through issuance of the Flow-Through Common Shares, the gross proceeds will be used for Canadian Exploration Expenses (within the meaning of the *Income Tax Act* (Canada)) which qualify as a "flow-through mining expenditure" for purposes of the *Income Tax Act* (Canada) related to the exploration program of the Company to be conducted on the Company's properties located in the Province of Saskatchewan. The Company renounced such Canadian Exploration Expenses with an effective date of December 31, 2023. \$4,000,000 gross proceeds on December's flow-through shares issuance is the Company's commitment to be spent until December 31, 2024.

Critical accounting estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Off-balance sheet arrangements

The Company had no off balance sheet arrangements as at December 31, 2023 and 2022.

Financial instruments and other instruments

The Company had no financial instruments other than accounts receivable, receivables from projects, accounts payable and accrued liabilities and lease liability as at December 31, 2023 and 2022.

Outstanding share data

Common Shares:

The Company has authorized an unlimited number of common shares, with no par value, of which 500,722,765 shares are issued and outstanding as of the date hereof.

Share Purchase Warrants:

As of the date hereof, 140,883,943 share purchase warrants (including finder's compensation warrants) were outstanding.

Employee Stock Options:

As of date hereof, 49,200,000 options were outstanding under the Company's stock option plan for employees, directors, officers and consultants of the Company.

On December 18, 2023 the Company approved the issuance of a total of 10,500,000 stock options to its directors and officers pursuant to the Company's stock option plan. Each of the options is exercisable to acquire one common share of the Company at a price of \$0.055 per common share. All stock options vested immediately. These options expire in five years from the date of grant.

On May 26, 2023 the Company approved the issuance of a total of 8,850,000 stock options to its directors, officers and certain staff members pursuant to the Company's stock option plan. Each of the options is exercisable to acquire one common share of the Company at a price of \$0.05 per common share. 8,550,000 stock options vested immediately and the remaining 300,000 vest 50% on June 1, 2024 and 50% on June 1, 2025. These options expire in five years from the date of grant.

On May 13, 2022, the Company approved the issuance of a total of 6,350,000 options to its directors, officers and certain staff members pursuant to the Company's stock option plan. Each of the options is exercisable to acquire one common share of the Company at a price of \$0.07 per share, vesting immediately and expires on the date that is five years from the date of grant.

Private placements

On December 4, 2023, the Company closed non-brokered private placement of common share units to Foran Mining Corporation. In connection with the closing, the Company issued 7,000,000 units at a price of \$0.05 per unit for aggregate gross proceeds of \$350,000. Each unit is comprised of one common share of Purepoint and one common share purchase warrant exercisable at a price of \$0.07 per share for a term of two years from the date of issue. The

Company incurred aggregate cash costs of \$17,791. The net proceeds of the private placement will be used by Purepoint for general working capital purposes.

All securities issued in connection with the closing of the private placement are subject to a four-month hold period pursuant to the applicable securities laws with an expiry date of April 5, 2024.

On December 13, 2023, the Company closed a non-brokered private placement. In connection with the closing, the Company issued 76,190,477 flow-through units at a price of \$0.0525 per unit for aggregate gross proceeds of \$4,000,000. Each flow-through unit consists of one common share in the capital of the Company issued on a "flow through" basis pursuant to the *Income Tax Act* (Canada) and one common share purchase warrant. Each warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.07 per share for a period of 24 months from the date of issuance.

In connection with the closing of the private placement, the Company paid certain finders' fees consisting of, in aggregate, \$234,780 in cash and 4,471,996 non-transferable compensation warrants. Each compensation warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.0525 per share for a period of 24 months after the closing date.

The net proceeds of the private placement will be used for the exploration and advancement of the Company's projects in the Athabasca Basin, Saskatchewan, and will be used to incur "Canadian exploration expenses" as defined in subsection 66.1(6) of the *Income Tax Act* and "flow through mining expenditures" as defined in subsection 127(9) of the *Income Tax Act*. Such proceeds will be renounced to the subscribers with an effective date not later than December 31, 2023, in the aggregate amount of not less than the total amount of gross proceeds raised from the issue of flow-through shares. All securities issued in connection with the closing of the private placement are subject to a four-month hold period pursuant to the applicable securities laws with an expiry date of April 14, 2024.

On December 8, 2022, the Company closed its non-brokered private placement of 48,642,857 flow-through units at a price of \$0.07 per unit for aggregate gross proceeds of up to \$3,405,000. Each flow-through unit consist of one common share in the capital of the Company issued on a "flow through" basis pursuant to the *Income Tax Act* (Canada) and one-half (1/2) of a common share purchase warrant. Each warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.105 per share for a period of 24 months from the date of issuance.

In connection with the closing, the Company paid to certain finders facilitating the closing including Red Cloud Securities Inc., a cash commission of \$167,929 and issued 2,398,984 non-transferable compensation warrants. Each compensation warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.07 per share for a period of 24 months from the date of issuance.

The net proceeds of the sale of the Flow-Through Common Shares were used for the exploration and advancement of the Company's projects in the Athabasca Basin, Saskatchewan. The gross proceeds of the Flow-Through Common Shares sold were used for Canadian Exploration Expenses (within the meaning of the *Income Tax Act* (Canada)) which qualify as a "flow-through mining expenditure" for purposes of the *Income Tax Act* (Canada) related to the exploration program of the Company to be conducted on the Company's properties located in the Province of Saskatchewan. The Company renounced such Canadian Exploration Expenses with an effective date of December 31, 2022.

On April 14, 2022 the Company closed its brokered private placement with Red Cloud Securities Inc.

In connection with the closing, the Company issued 25,001,000 flow-through units ("FT Units") at a price of \$0.14 per FT Unit for aggregate gross proceeds of \$3,500,140. Each FT Unit consists of one common share in the capital of the Company (each, a "Flow-Through Share") issued on a "flow through" basis pursuant to the Income Tax Act (Canada) and one common share purchase warrant (each, a "Warrant"). Each Warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.20 per share for a period of 24 months from the date of issuance.

In connection with the closing of the Private Placement, the Company has paid Red Cloud cash commissions in the aggregate amount of \$210,008 and issued to Red Cloud 1,500,060 non-transferrable compensation warrants ("Broker Warrants"), with each Broker Warrant exercisable to purchase one common share of the Company at a price of \$0.14 per share for a term of 24 months following the closing date.

The gross proceeds from the sale of Flow-Through Shares were used for the exploration and advancement of the Company's projects in the Athabasca Basin in Saskatchewan and were used to incur "Canadian exploration expenses" as defined in subsection 66.1(6) of the Income Tax Act and "flow through mining expenditures" as defined in subsection 127(9) of the Income Tax Act. Such proceeds were renounced to the subscribers with an effective date of December 31, 2022, in the aggregate amount of not less than the total amount of gross proceeds raised from the issue of Flow-Through Shares.

Related party transactions

Related parties include the Board of Directors, officers, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The aggregate compensation of key management and directors of the Company for 2023 and 2022 was as follows:

	<u>2023</u>	<u>2022</u>
Remuneration	\$ 453,200	\$ 433,200
Share-based payments	\$ 849,812	\$ 376,912

The Company did not enter into any other significant related party transactions during the year.

Conflicts of interest

There are potential conflicts of interest which the directors and officers of the Company may be subject in connection with the operations of the Company. Some of the directors and officers of the Company may be, or may become, engaged in the mineral exploration or mining industry, and situations may arise where directors, officers, and promoters will be in direct conflict with the Company. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under, the Ontario Business Corporations Act, and the applicable statutes of the jurisdictions of incorporation of the Company's subsidiaries.

Material legal proceedings

The Company is not a party to any legal proceedings.

Qualified person

Scott Frostad BSc, MASC, PGeo, Purepoint's Vice President, Exploration, is the Qualified Person responsible for technical content of the Company.

Technical information

Any updates to the scientific or technical information derived from the various technical reports and any other scientific or technical information contained in this MD&A was approved by Scott Frostad, a "Qualified Person" for the purposes of National Instrument 43-101 and an officer of the Company.

Other matters

Risk Factors

Each of Purepoint's uranium properties is at a grassroots stage of exploration and development. Further development of Purepoint's current properties is contingent upon obtaining satisfactory exploration results. Mineral exploration and development involves substantial expenses and a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate.



Chris Frostad
President & Chief Executive Officer



Ram Ramachandran
Chief Financial Officer