PACIFIC RIDGE
exploration ltd.

(An Exploration Stage Company)

Management's Discussion and Analysis (MD&A)

(Form 51-102F1)

Year ended December 31, 2023

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This Management's Discussion and Analysis ("MD&A") of Pacific Ridge Exploration Ltd. ("Pacific Ridge" or the "Company"), dated **April 23, 2024**, provides an update on the Company's business activities, financial condition, financial performance, and cash flows for the year ended December 31, 2023, and to the date of this MD&A. The Company's annual consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards). The Company's interim period condensed consolidated financial statements are prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34").

Unless otherwise indicated, all figures are expressed in Canadian dollars. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3", and "Q4" respectively.

The following information should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022 (the "Financial Statements"), available on the SEDAR+ website at www.sedarplus.ca.

The Company's shares are listed on the TSX Venture Exchange under the symbol "PEX", on the Over-the-Counter Venture Markets (OTC-QB) under symbol PEXZF, and on the Frankfurt Stock Exchange (FSE) under the symbol "PQWN". Additional information related to Pacific Ridge is also available on the Company's website at www.pacificridgeexploration.com or on SEDAR+ at www.sedarplus.ca.

Forward Looking Statements and Risk Factors

This MD&A contains forward-looking statements that are related to the Company's activities and future financial results. The results for the current periods are not necessarily indicative of the results for any future period. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance as the mineral exploration business is not without risk and most exploration projects will not become mines. The Company is subject to a number of risks and uncertainties due to the nature of its business and the early stage of its exploration projects. A detailed discussion of risks is presented below, under the *Risk Factors* section.

Pacific Ridge's disclosure of a technical or scientific nature has been reviewed and approved by Gerald G. Carlson, Ph.D., P. Eng., Executive Chairman of the Company, and a Qualified Person under the definition of National Instrument 43-101.

Highlights for the first quarter of 2023

On January 9, 2023, the Company announced the remaining results from the 2022 drill program completed at the RDP Cu-Au project, including a 59.4 m interval of 1.68% copper equivalent* ("CuEq") or 2.30 gold equivalent* ("AuEq") from the Day Zone (RDP-22-003).

On January 18, 2023, the Company announced the results from the remaining six drill holes from the 2022 diamond drill program completed at Kliyul. Results included an 89.0 m interval of 1.06% CuEq or 1.45 g/t AuEq (0.28% copper, 1.05 g/t gold, and 1.20 g/t silver) within 328.0 m of 0.674% CuEq or 0.92 g/t AuEq (0.25% copper, 0.57 g/t gold, and 1.25 g/t silver; KLI-22-050).

On February 23, 2023, the Company received cash proceeds of $600,000 on exercise of 4 million warrants with an exercise price of $0.15.

On March 6, 2023, the Company announced that it had acquired an option to earn up to a 75% interest in the Chuchi South property ("Chuchi South") from American Copper Development Corporation and prospector Ronald Bilquist. Chuchi South adjoins Pacific Ridge's Chuchi project on the south and west and more than doubles the size of Pacific Ridge's current land position. The combined Chuchi properties total more than 16,000 ha.

On March 28, 2023, the Company received the remaining $400,000 cash payment from BMC Minerals, relating to their option to acquire a 100% interest in the Fyre Lake property. If and when BMC's Kudz Ze Kayah property has reached commercial stage for one year, the Company would be paid a further $1,000,000.

Highlights for the second quarter of 2023

On May 10, 2023, the Company entered into an agreement with AuRico Metals Inc. ("AuRico"), a wholly owned subsidiary of Centerra Gold Inc. ("Centerra"), to acquire a 100% interest in the Kliyul and Redton projects by issuing 16,996,099 common shares to AuRico. The Company also announced that it had budgeted approximately $4.6M for a 7,000 m diamond drill program at Kliyul during the 2023 field season.

On June 14, 2023, the Company announced that crews had been mobilized to the Kliyul project and on June 22, the Company announced that drilling was underway.

On June 28, 2023, the Company announced the results of its AGM. At the meeting, all resolutions proposed by management were passed, including approval of the Company's rolling incentive stock option plan.

Highlights for the third quarter of 2023

On July 25, 2023, the Company announced that it was increasing the size of the diamond drill program at its Kliyul project from 7,000 m to 9,000 m. The extra 2,000 m was from the planned Chuchi drill program, which was cancelled due to a forest fire Area Restriction order imposed by the BC government covering the area of the Chuchi project.

On August 3, 2023, the Company announced that the RDP field exploration program was underway, to include 1,800 m of diamond drilling, a 16 line-km IP survey at the Day, Porcupine, and Bird targets, rock sampling at the Porcupine target, and soil sampling at the Bird target. Drilling commenced on August 28.

On August 23, 2023, the Company announced that the first four diamond drill holes from the Kliyul copper-gold porphyry project intersected significant copper-gold mineralization with drill hole KLI-23-054 returning 305.5 m of 0.59% CuEq or 0.84 g/t AuEq (0.23% copper, 0.51 g/t gold, and 1.22 g/t silver) within 540.3 m of 0.44% CuEq or 0.63 g/t AuEq (0.19% copper, 0.36 g/t gold, and 1.09 g/t silver).

On September 13, 2023, the Company announced that an induced polarization ("IP") survey was underway at the Company's Chuchi and Onjo copper-gold projects.

On September 21, 2023, the Company announced the completion of the Kliyul and RDP field programs, with 10,284 m of diamond drilling at Kliyul and 1,428 m at RDP.

On September 28, 2023, the Company closed a non-brokered private placement by issuing 3,672,667 units at a price of $0.18 per unit for gross cash proceeds of $661,080, described in more detail under *Financing activities*, below.

Highlights for the fourth quarter of 2023

On October 10, 2023, the Company announced additional drill results from the Kliyul project, for holes KLI-23-055 to KLI-23-058, highlighted by drill hole KLI-23-058 intersecting 103.5 m of 0.63% CuEq or 0.94 g/t AuEq (0.18% copper, 0.66 g/t gold, and 0.93 g/t silver) within 388.5 m of 0.42% CuEq or 0.62 g/t AuEq (0.18% copper, 0.35 g/t gold and 1.05 g/t silver).

On November 2, 2023, the Company announced its listing on the Frankfurt Stock Exchange under the symbol "PQWN".

On November 7, 2023, the Company announced results from diamond drill holes KLI-23-059 to KLI-23-062 from this year's exploration program at Kliyul. Drill hole KLI-23-062 returned 113.0 m of 0.48% CuEq or 0.71 g/t AuEq (0.22% copper, 0.36 g/t gold, and 1.65 g/t silver) within 485.7 m of 0.27% CuEq or 0.40 g/t AuEq (0.15% copper, 0.17 g/t gold, and 0.89 g/t silver).

On November 14, 2023, the Company announced that it had almost doubled the size of Kliyul from approximately 52 km^2 to approximately 92 km^2.

On November 23, 2023, the Company announced results from the RDP copper-gold project. Antofagasta Minerals S.A. ("Antofagasta"), a wholly owned subsidiary of Antofagasta PLC, could earn a 75% interest in RDP by spending $10,000,000 on exploration over eight years and delivering a preliminary economic assessment report. Pacific Ridge is the operator and supported the diamond drill program.

On December 6, 2023, the Company announced results from diamond drill holes KLI-23-063 to KLI-23-066 from this year's exploration program at the Kliyul project. Drill hole KLI-23-065 intersected 111.0 m of 0.45% CuEq or 0.67 g/t AuEq (0.24% copper, 0.30 g/t gold, and 0.70 g/t silver) within 600.4 m 0.27% CuEq or 0.40 g/t AuEq (0.14% copper, 0.18 g/t gold, and 0.53 g/t silver). Holes KLI-23-063 to KLI-23-066 have expanded the known extents of Kliyul Main Zone ("KMZ") mineralization to ~750 m east-west, ~ 600 m north-south, and ~600 m vertical depth.

On December 12, 2023, the Company announced that the results from the 2023 IP survey confirmed the potential for several large porphyry systems at the Chuchi copper-gold project and the Chuchi South project. The Company will use the results of the IP survey to further refine targets for a planned inaugural diamond drill program in 2024.

Highlights subsequent to December 31, 2023

On January 3, 2024, the Company announced that it had exercised its option to acquire a 100% interest in the RDP copper-gold project, which is now owned 100% by the Company.

On January 9, 2024, the Company announced results for the three remaining holes at Kliyul, intersecting 110.0 m of 0.97% CuEq or 1.44 g/t AuEq within 455.8 m of 0.43% CuEq or 0.63 g/t AuEq, the best mineralized interval of the 2023 drilling program.

On March 8, 2024, Antofagasta gave notice of its intention not to continue with its earn-in agreement on the Company's RDP property.

On March 22, 2024, the Company closed the first tranche of a non-brokered private placement (the "Financing"), originally announced on February 22, 2024, and on March 4, 2024. The Company issued 7,469,679 flow-through units ("FT Units") at a price of $0.095 per FT Unit for gross proceeds of $709,620. The Company also issued 12,072,500 non-flow-through units ("NFT Units") at a price of $0.08 per NFT Unit for gross proceeds of $965,800.

On April 5, 2024, the Company closed the second and final tranche of the Financing by issuing 1,058,750 NFT units at a price of $.08 per NFT unit for gross proceeds of $84,700.

Proceeds from this Financing will be used for general working capital and for exploration at the Company's flagship Kliyul copper-gold project as well as for exploration at the Company's other projects in British Columbia. Pacific Ridge paid finder's fees of 6% cash on a portion of the Financing.

For further details please refer to the *Subsequent events* section at the end of this MD&A.

* Note: Commencing in the third quarter of 2023, the Company modified its CuEq and AuEq calculations to take into consideration the effect of metal recoveries. There has been no metallurgical testing on Kliyul mineralization. The Company estimates copper recoveries of 84%, gold recoveries of 70%, and silver recoveries of 65% based on the average recoveries from Kemess Underground, Mount Milligan, and Red Chris. The formulae for calculating CuEq and AuEq are described immediately below the first table on the following page.

Mineral properties

Kliyul and Redton, British Columbia

In January 2020, the Company had entered into an earn-in property agreement, as amended on April 7, 2020, and on July 22, 2020, with AuRico with respect to the Kliyul and Redton properties located in British Columbia. Subsequent to the end of the first quarter, the Company announced that it had reached an agreement with AuRico to acquire a 100% interest in the Kliyul and Redton properties by issuing 16,996,099 common shares to AuRico.

Kliyul is a 10,202 ha advanced exploration project located 50 km southeast of the Kemess mine and 5 km from the Omineca mining road and power line, in one of the most geochemically anomalous areas for copper and gold in the Quesnel Terrane. The property contains several occurrences in the BC Minfile database, including the four major target areas of Kliyul, Parrish Hill/Bap Ridge, Ginger and M39, each representing an interpreted porphyry and alteration trend extending over a 4 km strike length.

Redton is a porphyry Cu-Au property that adjoins Northwest Copper Corporation's Kwanika property along its eastern and northern boundary. Redton is road accessible in this proven porphyry belt, underlain by the important Hogem Batholith within the prolific Quesnel Terrane.

In 2020, the Company completed a surface geophysical survey at Kliyul designed to probe the depth-extent of the chargeability and resistivity response related to the Kliyul mineralization, and to evaluate possible vectors to mineralization for a drill test of priority Cu-Au targets planned for 2021. At Redton, the Company completed a one-hole, 434 m drill program, which tested the Redton North target, a 550 m by 250 m magnetic and IP chargeability anomaly with coincident 500 m x 100 m Cu-Mo soil anomaly, located 2.5 km north of Northwest Copper's Kwanika Central Zone deposit. No significant copper or gold assays were encountered in the hole.

During August and September of 2021, Pacific Ridge completed 1,544 m of diamond drilling in three holes at Kliyul. All three holes encountered porphyry-style mineralization consisting of pyrite, chalcopyrite and lesser bornite in veins and as disseminations. Logging of the drill core demonstrated a veining sequence characterized by early magnetite-chlorite alteration and veining which is cross-cut by later-stage banded quartz-magnetite veins as well as later generations of quartz+magnetite+chalcopyrite veining. The later stage veining brings in Cu-bearing chalcopyrite+bornite with quartz as well as epidote and/or anhydrite+magnetite. Early magnetite and quartz-magnetite veins are interpreted to represent the higher temperature part of the porphyry system at KMZ. The presence of bornite is also an indication of proximity to the higher temperature core of a porphyry system and may be a positive vector towards the core of KMZ. All are characteristics associated with classic porphyry copper occurrences.

Pacific Ridge's 2021 drill program produced the longest and highest-grade intervals ever returned from Kliyul. A summary of assay results from the three holes is shown in the table below:

Hole	From(m)	To(m)	Width(m)	Cu(%)	Au(g/t)	CuEq(%)*	AuEq(g/t)**
KLI-21-036	12.0	449.0†	437.0	0.22	0.60	0.64	0.95
including	12.0	33.0	21.0	0.34	1.30	1.24	1.83
including	**294.0**	**435.0**	**141.0**	**0.36**	**1.11**	**1.13**	**1.67**
KLI-21-037	12.3	579.0†	566.7	0.20	0.44	0.51	0.75
including	**12.3**	**329.0**	**316.7**	**0.30**	**0.70**	**0.79**	**1.17**
including	243.9	268.0	24.1	1.09	2.21	2.64	3.92
KLI-21-038	9.0	516.0†	507.0	0.15	0.39	0.43	0.63
including	**9.0**	**351.0**	**342.0**	**0.17**	**0.50**	**0.53**	**0.78**

* CuEq = ((Cu%) x $Cu x 22.0462) + (Au(g/t) x AuR/CuR x $Au x 0.032151) + (Ag(g/t) x AgR/CuR x $Ag x 0.032151)) / ($Cu x 22.0462).
**AuEq = ((Au(g/t) x $Au x 0.032151) + ((Cu%) x CuR/AuR x $Cu x 22.0462) + (Ag(g/t) x AgR/CuR x $Ag x 0.032151)) / ($Au x 0.032151).
Commodity prices: $Cu = US$3.25/lb, $Au = US$1,800/oz., and Ag = US$20.00/oz.
There has been no metallurgical testing on Kliyul mineralization. The Company estimates copper recoveries (CuR) of 84%, gold recoveries (AuR) of 70%, and silver recoveries (AgR) of 65% based on the average recoveries from Kemess Underground, Mount Milligan, and Red Chris.)
Factors: 22.0462 = Cu% to lbs per tonne, 0.032151 = Au g/t to troy oz per tonne, and 0.032151 = Ag g/t to troy oz per tonne.
† End of hole

Between late June and late September 2022, the company completed a 12-hole, 7014.7 m drill program at the KMZ and adjacent targets. Highlights of the drilling are shown in the table below.

Hole	From(m)	To(m)	Width(m)	Cu(%)	Au(g/t)	Ag(g/t)	CuEQ*(%)	AuEQ**(g/t)
KLI-22-039	9.3	252.0	242.7	0.15	0.17	1.05	0.28	0.41
	22.0	43.4	21.4	0.38	0.48	3.96	0.73	1.08
	192.0	229.0	37.0	0.20	0.27	0.67	0.39	0.58
KLI-22-040	23.0	550.8	527.8	0.19	0.30	1.35	0.40	0.60
	170.0	268.0	98.0	0.33	0.90	3.42	0.96	1.42
	210.0	253.0	43.0	0.50	1.11	2.72	1.27	1.88
KLI-22-041	12.0	600.0	588.0	0.12	0.39	0.90	0.39	0.58
	280.0	323.0	43.0	0.09	1.59	1.34	1.17	1.74
	337.0	398.0	61.0	0.25	1.15	1.12	1.03	1.53
KLI-22-042	9.0	702.0	693.0	0.11	0.20	0.81	0.25	0.37
	438.0	474.4	36.4	0.14	0.62	0.99	0.56	0.83
KLI-22-043	9.0	516.0	507.0	0.17	0.19	0.82	0.31	0.46
	165.0	229.0	64.0	0.31	0.47	1.82	0.64	0.95
KLI-22-044	11.6	651.0	639.4	0.11	0.23	0.84	0.27	0.40
	409.0	432.2	23.2	0.24	0.94	1.40	0.89	1.32
KLI-22-045	112.0	184.0	72.0	0.21	0.59	1.96	0.62	0.93
KLI-22-046	273.0	442.0	169.0	0.20	0.46	1.65	0.52	0.77
	371.0	430.0	59.0	0.24	0.87	2.29	0.84	1.24
KLI-22-047	No significant values							
KLI-22-048a	No significant values							
KLI-22-049	144.0	484.0	340.0	0.15	0.20	0.80	0.29	0.42
KLI-22-050	58.0	584.0	526.0	0.20	0.43	1.03	0.49	0.73
	254.0	308.0	54.0	0.40	1.03	2.42	1.11	1.64
	354.0	443.0	89.0	0.28	1.05	1.20	1.00	1.48

In addition to the drill program, Pacific Ridge advanced geological work on several other interpreted porphyry centres that occur along the 4 km long northwest-trending corridor of porphyries and quartz-sericite-pyrite alteration. The Company completed a 27 line-km IP survey across the Ginger zone, Parish Hill/Bap Ridge zone, and M-39 zone, as well as a mapping and rock geochemical sampling program over the same areas, a high-resolution aeromagnetic survey over the central portion of the Property and a LiDAR survey over the entire Property.

In 2023, the Company's prime contractor at Kliyul, Equity Exploration, began the mobilization to Kliyul on June 14, 2023, and drilling commenced on June 22. In late July, the size of the drill program was increased from 7,000 m to 9,000 m. The extra 2,000 m was from the planned Chuchi drill program, which was cancelled due to a forest fire Area Restriction order imposed by the BC government covering the area of the Chuchi project.

On August 23, 2023, the Company announced that the first four diamond drill holes from the 2023 exploration program at the Kliyul copper-gold porphyry project intersected significant copper-gold mineralization. Highlights of the announcement included:

- KLI-23-054 returned 305.5 m of 0.59% CuEq or 0.84 g/t AuEq (0.23% copper, 0.51 g/t gold, and 1.22 g/t silver) within 540.3 m of 0.44% CuEq or 0.63 g/t AuEq (0.19% copper, 0.36 g/t gold, and 1.09 g/t silver) (see Table 1, Figure 2, and Figure 3).
- KLI-23-052, a 130 m step out southeast from KLI-06-30, returned 137.0 m of 0.40% CuEq or 0.57 g/t AuEq (0.22% copper, 0.26 g/t gold, and 1.41 g/t silver) from 63.0 m. KLI-23-052 also returned 27.8 m at 0.64% CuEq or 0.92 g/t AuEq (0.29% Cu, 0.51 g/t Au and 2.05 g/t silver) from 161.2 m, and 63.2 m at 0.39% CuEq or 0.55 g/t AuEq (0.23% copper, 0.21 g/t gold, and 1.53 g/t silver) from 403.8 m.
- KLI-23-051, a 110 m south-southeast step out from KLI-22-043, intersected 36.0 m of 0.42% CuEq or 0.59 g/t AuEq (0.22% copper, 0.28 g/t gold, and 1.37 g/t silver) from 70.0 m. The drill hole ended early at 138 m due to technical difficulties in a cross-fault structure.
- KLI-23-053, a steeply drilled 130 m south-southeast step out from KLI-22-043, returned 31.5 m of 0.43% CuEq or 0.63 g/t AuEq (0.27% copper, 0.24 g/t gold, and 0.93 g/t silver) from 102.5 m.
- The first four drill holes have expanded the known extents of the KMZ mineralized body to 600 m east-west, up to 450 m north-south (previously 350 m north-south), and up to 600 m vertical depth.
- A combination of IP chargeability high (>20 mV/V), DC resistivity high (>2000 ohm-m) and moderate-to-high MVI Induced 3D model values continues to be a reliable geophysical targeting signature for mineralization at Kliyul.

On October 10, 2023, the Company announced additional drill results from the Kliyul copper-gold porphyry project for holes KLI-23-055 to KLI-23-058: Highlights from the release include:

- KLI-23-058 returned 103.5 m of 0.63% CuEq or 0.94 g/t AuEq (0.18% copper, 0.66 g/t gold, and 0.93 g/t silver) within 388.5 m of 0.42% CuEq or 0.62 g/t AuEq (0.18% copper, 0.35 g/t gold and 1.05 g/t silver) from the Kliyul North zone (see Table 1). This interval represents a 130 m northern step-out from copper-gold mineralization in KLI-21-036 which returned 141.0 m of 1.13% CuEq or 1.67 AuEq (0.36% copper and 1.11 g/t gold within 437 m of 0.64% CuEq or 0.95 g/t AuEq (0.22% copper and 0.60 g/t gold).
- KLI-23-058 returned the best result from the Kliyul North zone to date and further proves that Kliyul Main Zone ("KMZ") mineralization extends into adjacent fault blocks (see Figure 2 and 3). KLI-23-058 is one of three steep drill holes (also KLI-23-060 and KLI-23-069) spaced 100 m apart that were drilled as an east-west fence across the Kliyul North zone. Results of the other two drill holes are pending.

- Known extents of the KMZ expanded to 600 m east-west, up to 600 m north-south (previously 450 m north-south), and up to 600 m vertical depth.
- KLI-23-057, drilled on the eastern side of the KMZ, returned 89.3 m of 0.38% CuEq or 0.57 gpt AuEq (0.21% copper, 0.25 g/t gold and 0.91 g/t silver) from 290 m and 80.0 m of 0.37% CuEq or 0.54 g/t AuEq (0.10% copper, 0.39 g/t gold and 0.85 g/t silver) from 433 m, extending KMZ mineralization 200 m east of KLI-22-045 and 135 m west of KLI-22-049, increasing confidence in the continuity of mineralization over a 600 m east-west distance from the western extent of KMZ to KLI-22-049 in East Wedge.
- KLI-23-056, drilled in Kliyul North as a 100 m step out to the west and north of KLI-22-046, returned 37.2 m of 0.27% CuEq or 0.41 g/t AuEq (0.14% copper, 0.19 g/t gold and 1.07 g/t silver) from 513 m. While this is a narrow, low-grade interval, it is the second mineralized interval to intersect the western margin of a 400 x 200 m magnetic anomaly (MVI and TDR) in an underexplored part of the Kliyul porphyry copper-gold complex, called Kliyul NE. From this same anomaly, KLI-22-046 returned 59.0 m of 0.84% CuEq or 1.24 g/t AuEq (0.24% copper, 0.87 g/t gold, and 2.29 g/t silver) within 169 m of 0.52% CuEq or 0.77 AuEq (0.20% copper, 0.46 g/t gold, and 1.65 g/t silver). The main body of the anomaly remains open and undrilled 400 m northeast of the center of KMZ.
- KLI-23-055, was the first drill hole to test the Ginger target (see Figure 4), an interpreted standalone porphyry target area 1.3 km northwest of the center of KMZ and at an elevation 200 m above KMZ. Drilling intersected a broad zone of chlorite-sericite and sericitic alteration with late-stage veins. Massive white quartz veins, interpreted as D-veins or late Lode veins, have low-grade gold returning 19.1 m of 0.36 g/t AuEq (0.01% copper, 0.34 g/t gold and 0.65 g/t silver). The veins are also anomalous in copper, molybdenum (up to 0.12% over 1.25 m), tungsten, tellurium, and bismuth.
- A combination of IP chargeability high (>20 mV/V), DC resistivity high (>2000 ohm-m) and moderate-to-high Magnetic Vector Inversion ("MVI") Induced 3D model values continues to be a reliable geophysical targeting signature for mineralization at Kliyul. In addition, a Tilt Derivative ("TDR") standard filtering of the 2022 aeromagnetic data is now being used to enhance and refine the Kliyul porphyry copper-gold complex footprint.

On November 7, 2023, the Company announced results from diamond drill holes KLI-23-059 to KLI-23-062 from this year's exploration program at Kliyul. Highlights from the release include:

- Drill hole KLI-23-062 returned 113.0 m of 0.48% CuEq or 0.71 g/t AuEq (0.22% copper, 0.36 g/t gold, and 1.65 g/t silver) within 485.7 m of 0.27% CuEq or 0.40 g/t AuEq (0.15% copper, 0.17 g/t gold, and 0.89 g/t silver).
- Drill hole KLI-23-062 is the westernmost drill hole to be completed entirely within the KMZ. It was drilled vertically to test a gap between KMZ and KMZ West near the intersection of the northwest trending Lui Fault and east-northeast trending Valley Fault and extended porphyry copper-gold mineralization 100 m to the northwest and southwest of the nearest drill holes (see Figures 2 and 3).
- Drill hole KLI-23-060 returned 61 m of 0.40% CuEq or 0.60 g/t AuEq (0.18% copper, 0.32 g/t gold, and 1.67 g/t silver) within 100.0 m of 0.35% CuEq or 0.51 g/t AuEq (0.16% copper, 0.26 g/t gold, and 1.38 g/t silver).

- Drill hole KLI-23-060 was one of three holes, and the westernmost hole, drilled in an east-west fence in KMZ North. KLI-23-060 tested an undrilled area more than 100 m away from any previous drilling and extended porphyry copper-gold mineralization approximately 130 m west of KLI-23-058, which returned 103.5 m of 0.63% CuEq or 0.94 g/t AuEq (0.18% copper, 0.66 g/t gold, and 0.93 g/t silver) within 388.5 m of 0.42% CuEq or 0.62 g/t AuEq (0.18% copper, 0.35 g/t gold and 1.05 g/t silver) (see Pacific Ridge news release dated October 10, 2023).
- Drill hole KLI-23-060 provides further evidence that KMZ mineralization extends across the Valley Fault. KLI-23-060 is 125 m north of the previous northernmost KMZ drill hole KLI-21-036, which returned 291.7 m of 0.79% CuEq or 1.18 g/t AuEq (0.28% copper, 0.74 g/t gold and 2.04 g/t silver within 437 m of 0.64% CuEq or 0.95 g/t AuEq (0.22% copper, 0.60 g/t gold and 1.62 g/t Ag) (see news release dated December 1, 2021).
- Drilling to date has expanded the known extents of KMZ mineralization to 630 m east-west, up to 600 m north-south, and up to 600 m vertical depth. KMZ remains open in every direction.

On November 14, 2023, the Company announced that it had almost doubled the size of the Kliyul property from approximately 52 km^2 to approximately 92 km^2. The new mineral claims are contiguous and adjoin the western and southern side of the property.

No work was carried out at Redton in 2023.

RDP, British Columbia

In May 2021, the Company acquired an option on the RDP Cu-Au porphyry project in central British Columbia, approximately 40 km west of its flagship Kliyul Cu-Au project. Pacific Ridge has the option to earn a 100% interest in RDP by making payments of $125,000, issuing 1,200,000 shares and completing $860,000 in exploration in stages by December 15, 2023. In addition, the Company will issue 300,000 shares to the vendor on completion of 5,000 m of drilling and an additional 500,000 shares upon defining a 1,000,000 ounces of gold equivalent resource in the inferred or greater category. The property is also subject to a 2% NSR payable to the vendor, half of which can be purchased at any time for $1.5 million.

RDP is a 10,300 ha project lying within the Stikine Terrane, which is host to numerous significant porphyry deposits in northern British Columbia, including Kemess, Red Chris, Kerr - Sulphurets and Galore Creek. Exploration at RDP since the early 1970's has included prospecting and mapping, various geochemical surveys, ground and airborne geophysical surveys, trenching and a limited amount of drilling. This work has identified three porphyry centres – Roy, Day and Porcupine. Mineralization the Roy prospect consists of a quartz-magnetite-chalcopyrite "stringer" stockwork veining within a monzonite intrusive. Trenching in 1991 encountered 0.121% Cu and 0.55 g/t Au over 62 m within an 80 m long trench. Only a single drill hole has been documented at Roy in 2011, and it encountered 122.95 m of 0.11% Cu and 0.64 g/t Au. At the Day prospect, mineralization includes pyrite, magnetite, chalcopyrite, minor molybdenite, and traces of bornite as disseminations and fracture fillings in a diorite and adjacent altered volcaniclastic rocks. Historical drill highlights include 58.8 m grading 0.67% Cu and 0.93 g/t Au (D-74-13) and 57 m of 0.54% Cu and 0.75 g/t Au (C-92-13). The Porcupine target had been explored as a stratabound, massive sulphide target, but recent interpretation of the alteration and soil geochemistry suggests the potential for porphyry style mineralization.

During 2021, the Company completed a mapping and sampling program at RDP, focusing on Roy and Day.

On February 8, 2022, the Company announced that it had signed an earn-in agreement with Antofagasta Minerals S.A. ("Antofagasta"), a wholly owned subsidiary of Antofagasta PLC on RDP. The Agreement grants Antofagasta an option to acquire a 75% interest in RDP by making payments of $1,350,000 of which $125,000 has been paid, plus a success payment of $800,000 upon exercise of the option, by spending $10,000,000 on exploration over eight years, and of which $1,000,000 is to be spent during the first year, and delivering a NI 43-101 compliant preliminary economic assessment report. In the first quarter of 2024, Antofagasta notified the Company that it was terminating the option.

During the 2022 field season, the Company completed a drilling program comprising six holes totaling 1,861 m. Holes RDP22-001 to 005 were drilled at different orientations from a single drill pad at the Day showing and RDP22-006 was drilled at the Roy showing. Highlight results are shown in the table below:

Hole No	From(m)	To(m)	Width(m)	Cu(%)	Au(g/t)	Ag(g/t)	CuEQ(%)	AuEQ(g/t)
RDP22-001	9.5	61.0	51.5	0.51	0.65	2.59	0.97	1.44
RDP22-002	16.0	42.5	26.5	0.50	0.69	4.84	1.00	1.48
RDP22-003	13.1	72.5	59.4	0.78	1.20	2.99	1.61	2.39
RDP22-004	15.3	58.0	42.7	0.43	0.70	1.69	0.92	1.36
RDP22-005	15.8	513.0	497.2	0.37	0.40	1.60	0.66	0.97
	15.8	39.0	23.2	1.02	1.84	4.09	2.29	3.40
	15.8	123.0	107.2	0.63	1.10	2.91	1.39	2.06
RDP22-006	4.0	379.0	375.0	0.04	0.19	0.23	0.17	0.25
	4.0	30.1	26.1	0.12	0.54	0.50	0.49	0.72

The 2023 diamond drilling program at RDP totaled 1,428 metres in three drill holes (RDP-23-007 to RDP-23-009) and tested the Day target and the Bird target. Two drill holes were completed at Day (RDP-23-007 and RDP-23-008). These were large step-outs over 300 m to the northeast and northwest from the collar location for RDP-22-005. In addition, a single diamond drill hole tested Bird (RDP-23-009), located approximately 2.0 km north of Day, where Pacific Ridge discovered porphyry copper-gold mineralization in a stream cutbank in 2022.

On January 3, 2024, Pacific Ridge announced that it had exercised its option to acquire a 100% interest in RDP. Subsequently, on March 13, 2024, the Company announced that Antofagasta had terminated its option to earn an interest in the Company's RDP project. The Company is compiling and reviewing all exploration data on RDP with the view to a future drill program.

Chuchi and Chuchi South, British Columbia

The Company has the option to acquire up to a 75% interest in the Chuchi porphyry Cu-Au project from AuRico. Pacific Ridge has the right to earn a 51% interest by making cash payments totaling $60,000, issuing 2.0 million shares, and spending $5 million on exploration by the fourth anniversary of the agreement. The Company then has the right to increase its interest in Chuchi to 75% by making additional payments totaling $100,000, issuing 1.5 million shares, and completing an additional $5 million in exploration by the sixth anniversary of the agreement. Various claims are subject to up to 6% in net smelter royalties, which can be bought down to 2.1%.

On March 3, 2023, the Company announced that it had acquired an option to earn up to a 75% interest in the Chuchi South property from American Copper Development Corporation and prospector Ronald

Bilquist. The Property adjoins Pacific Ridge's Chuchi property on the south and west. The acquisition of Chuchi South more than doubles the size of Pacific Ridge's current land position at Chuchi.

Chuchi and Chuchi South (collectively, "Chuchi") are located in North Central British Columbia and are more than 16,000 ha in size. The project is road accessible, located 90 km north of Fort St. James and 35 km northwest of Centerra Gold's Mount Milligan mine. Chuchi is within the prolific Quesnel Terrane and is underlain by lower Jurassic volcanic and sedimentary rocks of the Takla Group. Porphyry Cu-Au mineralization at the BP and Rio Algom Zones is associated with a cluster of early Jurassic monzodiorite to syenite porphyry intrusions, dated at 188.5 Ma ± 2.5 Ma. The main BP Zone is defined by 4 km x 3 km halo of outer propylitic alteration surrounding a central 1.5 km x 1.5 km area of Cu-Au mineralization, which is open to depth and potentially to the east across the north-south trending Valley Fault. Important target zones at Chuchi South include Coho, Coho West, and Brooks.

Chuchi has a long history of exploration by companies such as Noranda, BP, Rio Algom, Kiska Metals and AuRico, and the project has had 8,886 m of drilling in 48 holes, of which 39 have targeted the main BP Zone. An additional 27 holes were drilled in 1991, but the records for this drilling have been lost. Most of the drilling was shallow, less than 150 m in depth, with many of the drill holes ending in mineralization. Grades within the mineralized portion of the BP Zone range from 0.21% to 0.4% Cu and from 0.21 g/t to 0.44 g/t Au. Pacific Ridge believes that the core of the porphyry system has yet to be identified. The Project also contains other targets that could represent porphyry centres.

During 2022, the Company completed a 720 line-km airborne ZTEM survey over the Chuchi claim block, followed by a two-week program of mapping and soil sampling over key target areas of the Property as outlined by previous studies and the results of the ZTEM survey. The program identified several new porphyry Cu-Au targets.

In 2023, Pacific Ridge completed a ground-based IP geophysical survey at Chuchi. A total of 6.7 line-km in two IP lines (2.5 line-km and 4.2 line-km) were completed and extended coverage across the BP, Digger and Klaw zones. Deliverables of the survey included 2D chargeability and resistivity inversion sections, and 3D chargeability and resistivity models that incorporate the 2015 IP survey results. At Chuchi South in 2023, Pacific Ridge completed a 15 km Induced Polarization geophysical survey, including three lines (5 line-km each at 400 m line-spacing) across the Coho Fault Trend with coverage of both the 650 x 550 m Coho and 300 x 200 m Coho West surface geochemical target area.

Onjo, British Columbia

On January 27, 2022, the Company entered into a property purchase agreement to acquire a 100% interest in the Onjo Cu-Au porphyry project in north-central British Columbia. The Company paid $50,000 in cash and issued 750,000 common shares with a fair value of $0.35 per share or $262,500. The vendor retains a 2% NSR, with the Company having an option to purchase one quarter of the NSR at any time for USD $1,500,000. On February 22, 2022, the Company entered into a sale and purchase agreement to acquire a 100% interest in four internal claims at Onjo by paying $25,000 cash and issuing 250,000 common shares with a fair value of $0.265 per share or $66,250. With the acquisition of these internal claims, Pacific Ridge now owns 100% of the claims within the Onjo project boundary.

The 14,692 ha road accessible Onjo property lies in the 1,300 km long Quesnel Trough which hosts numerous alkalic porphyry Cu-Au deposits from southern to northern B.C., and on the same magnetic trend that hosts the Mt Milligan, Chuchi and Kwanika porphyry discoveries.

The Onjo property hosts skarn and alkalic porphyry Cu-Au mineralization associated with monzonitic phases of the Witch Lake intrusions cutting Takla volcanic rocks, similar to the mineralization and host rocks at the Mount Milligan Mine. The style of Cu-Au mineralization returned in historical drilling, combined with the presence of nearby skarn occurrences, leads Pacific Ridge to believe that past operators at Onjo encountered the upper levels of an alkalic porphyry system. The Company believes that Onjo has the potential to host an alkalic porphyry Cu-Au deposit at depth.

During the third quarter of 2022, the Company completed a 667 line-km airborne ZTEM survey over the Onjo claim block. The Company then carried out a ten-day program of mapping and soil sampling over key areas of the Property as outlined by previous studies and the results of the ZTEM survey.

In 2023, the Company completed a 10 line-km Induced Polarization survey at Onjo, comprising two five km lines.

Spius, British Columbia

On April 27, 2018, as amended on December 12, 2019, October 25, 2020, and December 27, 2021, the Company acquired an option to earn a 100% interest in the Spius Cu-Mo porphyry property by making payments of $110,000 ($50,000 paid), issuing 1,400,000 shares (400,000 issued) and completing $825,000 in exploration by December 31, 2022. The Company terminated its option to earn an interest in Spius in the fourth quarter of 2023.

The Spius property was explored for its porphyry potential in the 1960's and early 1970's. Exploration focused on a gossan area where work included an IP survey, trenching and 27 percussion and core drill holes. The drilling was shallow, with none of the drill holes exceeding 100 m. Recent exploration has defined a central copper soil geochemical anomaly. Two float samples of porphyry style mineralization with disseminated chalcopyrite assayed 2.53% Cu and 1.43% Cu.

On October 20, 2020, the Company entered into an Option Agreement with Arctic Fox Ventures Inc. whereby the Company granted Arctic Fox an option to acquire a 60% interest in Spius by making payments of $50,000, issuing 1,000,000 shares and spending $550,000 on exploration, originally by December 31, 2022. In consideration for an amendment dated September 27, 2022, which extended the final commitments of Arctic Fox with the underlying owners of Spius to December 31, 2024, the Company received 33,334 common shares of Arctic Fox. In the fourth quarter of 2023, Arctic Fox notified the Company that it was terminating its option to earn an interest in Spius. Subsequent to this notice, the Company terminated its option to earn an interest in the property.

Orbison, British Columbia

The Orbison project (a.k.a. Gap project) is a reconnaissance porphyry Cu-Au exploration program in central British Columbia. The Company is evaluating known properties and showings as well as examining regional geological, geophysical, and geochemical databases for evidence of potential porphyry Cu-Au mineralization. The Orbison claims were staked as a part of the Gap project.

Mariposa, Yukon

The Company's 100% owned 295 km^2 Mariposa property is in the Yukon's White Gold District, 120 km southeast of Dawson City, 40 km southeast of White Gold's Golden Saddle deposit and 30 km east-northeast of Newmont's Coffee property. Prior exploration identified an open-ended 7 km long horizon of altered sulphide bearing quartz mica schist in the Skookum Zone area, in a setting favorable for hosting gold mineralization.

Since 2010, The Company has spent over $6 million exploring the Mariposa property, including geological mapping, soil geochemical surveys, geophysical surveys, trenching and drilling. Results are summarized on the Company's web site.

During the 2022 field season, the Company completed a program of re-sampling and reclamation of historical trenches dating from 2012. As no further exploration is contemplated, the Company impaired the carrying value of Mariposa of $429,619 on December 31, 2022.

During 2023, all outstanding disturbance on the property was reclaimed, including the historical camp site on Scroggie Creek and trenches over the Skookum Main, Skookum West, and Hackly target areas with a total expenditure of $55,706.

The plans for advancing Mariposa include seeking a potential farm-out or sale of the property.

Eureka Dome, Yukon

The Company's 100% owned 32 km^2 Eureka Dome property is located 70 km southeast of Dawson City, within the Klondike-White Gold District. Placer mining activity in Eureka Creek dates to the 1896 gold rush, with estimated historical production from Eureka and Black Hills Creeks of greater than 140,000 oz. Au.

The plans for advancing Eureka Dome include seeking a potential farm-out or sale of the property.

Gold Cap, Yukon

The 100% owned 1,100 ha Gold Cap property adjoins the northeast boundary of White Gold Corp's Golden Saddle property. The property was staked in 2009 based on an anomalous gold silt sample reported by the Geological Survey of Canada. In 2010, Pacific Ridge collected 1,766 soil samples and defined two anomalous gold zones.

The plans for advancing Gold Cap include seeking a potential farm-out or sale of the property.

Fyre Lake, Yukon

The Company owned a 100% interest in the Fyre Lake Cu-Au-Co massive sulphide project in the Yukon's Finlayson Lake District. The Company spent approximately $6.0 million on diamond drilling that resulted in definition of a NI 43-101 compliant mineral resource estimated, at a 1.0% copper cut-off, to contain an indicated mineral resource of 3.6 Mt grading 1.57% Cu, 0.10% Co and 0.61 g/t Au and an inferred mineral resource of 5.4 Mt grading 1.5% Cu, 0.08% Co and 0.53 g/t Au. The resource remains open for expansion.

In December 2016, the Company announced that it had agreed to option a 100% interest in the project to BMC Minerals Ltd., amended on December 19, 2018, on April 10, 2020, December 12, 2021, and on December 20, 2022, whereby BMC had the right to acquire a 100% interest in Fyre Lake. The Company received a non-refundable deposit and initial option payment of $375,000 as follows:

A non-refundable deposit and initial option payment of $375,000 ($25,000 received in November 2016 and $350,000 received in January 2017), a second option payment of $300,000 received in December 2017, and a third option payment of $1,200,000 received on December 28, 2018. During the year ended December 31, 2019, the Company received a further $150,000. A special payment of $250,000 was made pursuant to the April 10, 2020, amending agreement, followed by three separate $75,000 payments, two of which were received during 2020 and the last one of which was paid during June of 2021. In addition, pursuant to an amending agreement dated December 22, 2021, the Company received a payment of $250,000 during December of 2021. During the year ended December 31, 2022, the Company received $575,000 from BMC ($75,000 on June 30, 2022, and the rest on December 23, 2022).

On March 28, 2023, the Company received a $400,000 cash payment from BMC. This was BMC's final payment required to acquire a 100% interest in Fyre Lake. If and when BMC's Kudz Ze Kayah property has reached commercial stage for one year, the Company would be paid a further $1,000,000.

Summary of capitalized acquisition costs and exploration expenses:

The following acquisition-related costs are carried by the Company in its consolidated statement of financial position presented with its Financial Statements:

	Company-owned properties						Properties on option from third parties		Total
	Kliyul BC	Redton BC	Onjo BC	Orbison (Gap) BC	RDP BC	Mariposa YT	Chuchi BC	Chuchi South BC	
	$	$	$	$	$	$	$	$	$
Balance, December 31, 2021	22,500	22,500	-	-	83,449	429,619	-	-	558,068
Option payments in cash	12,500	12,500	75,000	-	30,000	-	15,000	-	145,000
Other payments in cash	-	-	6,505	12,261	-	-	18,323	-	37,089
Option payments in shares	-	-	328,750	-	88,500	-	-	-	417,250
Option payments received	-	-	-	-	(125,000)	-	-	-	(125,000)
Impairment	-	-	-	-	-	(429,619)	-	-	(429,619)
Balance, December 31, 2022	**35,000**	**35,000**	**410,255**	**12,261**	**76,949**	**-**	**33,323**	**-**	**602,788**
Option payments in cash	-	-	-	-	(30,000)	-	-	-	(30,000)
Other payments in cash	-	-	-	-	-	-	16,893	50,000	66,893
Staking costs	31,500	-	1,975	-	-	-	-	-	33,475
Final acquisition in shares	3,569,181	-	-	-	108,500	-	-	-	3,677,681
Balance, December 31, 2023	**3,635,681**	**35,000**	**412,230**	**12,261**	**155,449**	**-**	**50,216**	**50,000**	**4,350,837**

The following is a summary of exploration expenses incurred in each of the Company's projects, the total of which is presented with the Company's statement of loss and comprehensive loss presented with its Financial Statements:

	Years ended December 31	
Property	**2023**	2022
	$	$
Kliyul	**6,455,804**	5,193,650
Chuchi	**361,640**	314,637
Chuchi South	**186,051**	-
Onjo	**139,490**	277,050
Redton	**12,630**	112,816
Mariposa	**8,894**	53,232
Orbison (Gap)	**3,280**	13,923
RDP - portion incurred by the Company *	**-**	47,106
RDP - Project management fees charged by the Company *	**(62,217)**	(49,215)
Spius	**-**	(4,261)
General exploration not allocated to a specific property	**224,153**	133,398
Total exploration expenses incurred by the Company:	**7,329,725**	**6,092,336**

* During the year ended December 31, 2023, $1,979,690 and $110,000 (2022 - $1,752,406 and $nil) was incurred in exploration of RDP and Company RDP property option payment obligations, respectively, on behalf of Antofagasta. During the comparative period of the prior year, $47,106 was spent directly by the Company before the Antofagasta agreement came into effect.

Financing activities

- On February 27, 2023, the Company received cash proceeds of $600,000 on exercise of 4,000,000 share purchase warrants with an exercise price of $0.15 per share.
- On April 27, 2023, the company received cash proceeds of $11,500 on exercise of 50,000 share purchase warrants with an exercise price of $0.23 per share.
- On September 28, 2023, the Company closed a non-brokered private placement by issuing 3,672,667 units at a price of $0.18 per unit for gross cash proceeds of $661,080. Each unit consists of one common share and one share purchase warrant, with each warrant entitling its owner to acquire an additional common share at an exercise price of $0.27 per share for a period of two years. The Company paid 6% finder's fee to certain parties amounting to $16,864. Other share issuance costs related to this placement amounted to $12,536.
- During December of 2023, the company received cash proceeds of 45,000 on exercise of 900,000 stock options with an exercise price of $0.05 per share, and $21,000 upon exercise of 200,000 stock options with an exercise price of $0.105 per share.
- See *Subsequent events* at the end of this MD&A for financing activities after December 31, 2023.

Selected annual information

Selected annual information from the Company's three most recently completed financial years are listed below:

	2023	2022	2021
	$	$	$
Net loss for the year	(7,799,249)	(7,707,461)	(2,803,742)
Basic and diluted loss per share	(0.07)	(0.11)	(0.06)
Total assets	5,157,202	8,625,038	1,336,262
Long-term financial liabilities	-	-	-
Cash dividends declared	-	-	-

During 2023, the Company focused on the exploration of its Kliyul property and Chuchi properties, and acted as operator for the exploration of the RDP property under option to Antofagasta. Also during 2023, the Company issued 700,000 common shares as final option payment to the underlying owners of the RDP property, now 100%-controlled by the Company. The Company also received $400,000 as final payment from BMC Minerals for the sale of the Fyre Lake Property. During Q3, 2023, the Company raised gross proceeds of 661,080 on closing of a private placement issuing 3,672,667 units at a price of $0.18 per unit, and with each unit consisting of one common share and one share purchase warrant. Each warrant entitles its holder to purchase one common share of the Company at an exercise price of $0.23 per share for two years, as more thoroughly described under *Financing activities* in the preceding section.

During 2022, the Company completed three private placements, more thoroughly described under *Financing activities* in the preceding section, and embarked in its largest exploration program to date, with its main focus on the Company's Kliyul Cu-Au project. The Company also received $575,000 in option payments from BMC related to the Company's Fyre Lake property, and $125,000 from Antofagasta Minerals with respect to the RDP property. During 2022, the Company received $267,372 corresponding to the British Columbia Mining Exploration Tax Credit (BCMETC) for exploration carried out during 2021.

Results of operations

A summary of comparative administrative and other expense is provided in the table below:

a) Information for the year

	Years ended December 31		
	2023	2022	Increase (decrease)
Administration expenses	$	$	$
Amortization of right-of-use assets	**67,671**	27,652	40,019
Depreciation	**4,948**	4,606	342
Finance lease interest	**8,322**	1,108	7,214
Insurance	**33,950**	26,559	7,391
Professional and consulting	**42,885**	67,152	(24,267)
Management and administrative	**410,678**	355,408	55,270
Office operations and facilities	**124,651**	154,363	(29,712)
Shareholder communications	**606,971**	572,642	34,329
Share-based payments	**549,320**	805,613	(256,293)
Transfer agent and regulatory fees	**53,320**	59,107	(5,787)
	1,902,716	2,074,210	(171,494)
Exploration-related expenses (income)			
Exploration and evaluation costs	**7,329,725**	6,092,336	1,237,389
Mining tax credit	**-**	(267,372)	267,372
Property option payments	**(400,000)**	(575,000)	175,000
Impairment of resource properties	**-**	429,619	(429,619)
	6,929,725	5,679,583	1,250,142
Other expenses (income)			
Interest	**(169,091)**	(49,809)	(119,282)
Foreign exchange loss	**3,261**	3,477	(216)
Flow-through tax	**162,342**	-	162,342
Flow-through tax recovery	**(1,029,704)**	-	(1,029,704)
	(1,033,192)	(46,332)	(986,860)
Net loss	**(7,799,249)**	(7,707,461)	(91,788)
Other comprehensive income (loss):			
Net change in fair value of marketable securities	**(21,558)**	(13,500)	(8,058)
Total comprehensive loss	**(7,820,807)**	(7,720,961)	(99,846)
Loss per share (basic and diluted)	**(0.07)**	(0.10)	
Weighted average number of shares outstanding basic and diluted	**118,946,185**	74,935,841	

The Company has not yet determined whether any of its resource properties contain mineral reserves that are economically recoverable. All direct costs associated with the exploration of these properties have been expensed as incurred.

Administration expenses:

Amortization of $67,671 and finance lease interest of $8,322 reflect the lease costs of the Company's administration offices and a truck used in supporting exploration activities. A new office sublease was entered into on February 1, 2023, and the truck was leased on April 1, 2023. The prior year figure reflects costs for the prior office lease, which expired on August 31, 2022.

Depreciation of $4,948 relates to the Company's plant and equipment.

The $33,950 insurance expense corresponds to the Directors & Officers insurance, as well as exploration and commercial insurance, for 2023; the increase reflects a coverage increase in the Company's exploration insurance, as well as general premium increases during 2023.

Professional and consulting were $42,885 lower than in the prior year's comparative period due to fewer legal consulting activities.

Management and administrative expenses increased by $55,270 over the comparative period as compensation to executive officers and other key employees was increased during 2023.

Office operations were $29,712 lower as compared to those of the prior year. This was mostly due to lower corporate travel expenses, and also due to the fact that the office rent was paid and expensed on a month-to-month basis from September 2022 to January 2023, rather than through a lease treatment.

Shareholder communications increased by $34,329 over the equivalent period of the prior year due to activities related to raising the Company's profile with potential investors, including attending events both in Canada and abroad.

Share-based payments relate to the fair value of the stock options granted and vested during the periods. This is a non-cash expense reflected in the contributed surplus line of the Company's statement of financial position. The significant decrease from 2022 to 2023 is due to the fact that fewer options were granted in 2023, with a lower exercise price, resulting is a smaller valuation using the Black-Scholes option pricing model.

Exploration-related expenses

With the proceeds of financing activities that took place during April and December of 2022, exploration expenses during 2023 increased by 1,237,389 over the prior year.

During Q1 2023, the Company also received $400,000 as the final option payment from BMC Minerals with respect to the acquisition of a 100% interest in the Fyre Lake property.

Other expenses (income)

With larger amounts of cash in the bank resulting from financing activities that took place during 2022, and the exercise of warrants and stock options, and at the same an increase in interest rates since the beginning of 2022, the Company earned $119,282 more interest than during the comparative period.

b) Information for the last fiscal quarter

	Three months ended December 31		
	2023	2022	Increase (decrease)
Administration expenses	**$**	$	$
Amortization of right-of-use assets	**19,166**	-	19,166
Depreciation	**1,404**	1,074	330
Finance lease interest	**1,800**	-	1,800
Professional and consulting	**32,964**	46,468	(13,504)
Management and administrative	**99,926**	90,468	9,458
Office operations and facilities	**30,678**	55,943	(25,265)
Shareholder communications	**175,805**	164,955	10,850
Share-based payments	**15,692**	14,211	1,481
Transfer agent and regulatory fees	**5,094**	7,173	(2,079)
	382,529	380,292	2,237
Exploration-related expenses (income)			
Exploration and evaluation costs	**1,180,344**	982,203	198,141
Property option payments	**-**	(450,000)	450,000
Impairment of resource properties	**-**	429,619	(429,619)
	1,180,344	961,822	218,522
Other expenses (income)			
Interest	**(10,326)**	(18,580)	8,254
Foreign exchange loss	**306**	834	(528)
Flow-through tax	**162,342**	-	162,342
Flow-through tax recovery	**(1,029,704)**	-	(1,029,704)
	(877,382)	(17,746)	(859,636)
Net loss	**(685,491)**	**(1,324,368)**	638,877
Other comprehensive income (loss):			
Net change in fair value of marketable securities	**(8,058)**	(4,700)	(3,358)
Total comprehensive loss	**(693,549)**	(1,329,068)	- 635,519
Loss per share (basic and diluted)	(0.01)	(0.02)	
Weighted average number of shares outstanding basic and diluted	**129,122,339**	87,253,195	

In general terms, the explanations provided for the year-to-date period (preceding page) are applicable to the last quarter.

Summary of quarterly results

The following table sets forth a comparison of information for the previous eight quarters:

	Quarter ended (three-month figures) ($)			
	31-Dec 2023 (Q4)	30-Sep 2023 (Q3)	30-Jun 2023 (Q2)	31-Mar 2023 (Q1)
Revenues	**-**	-	-	-
General and administration	**(344,773)**	(270,170)	(294,698)	(366,075)
Lease amortization and interest	**(20,966)**	(21,421)	(21,864)	(11,742)
Depreciation of plant and equipment	**(1,404)**	(1,509)	(984)	(1,051)
Share-based payments	**(15,692)**	(15,693)	(22,010)	(495,925)
Exploration and evaluation costs	**(1,180,344)**	(5,164,491)	(687,942)	(296,948)
Loss on sale of marketable securities	**-**	-	-	-
Interest received	**10,326**	33,385	68,330	57,050
Operator's fees recovered	**-**	-	-	-
Flow-through income tax recovery	**1,029,704**	-	-	-
Flow-through tax liability	**(162,342)**	-	-	-
Property option payments	**-**	-	-	400,000
Net loss for the period	(685,491)	(5,439,899)	(959,168)	(714,691)
Basic and diluted loss per share	**(0.01)**	(0.05)	(0.01)	(0.01)
Total assets	**5,157,202**	7,432,861	12,139,732	8,851,718
Total liabilities	**632,370**	2,057,998	1,961,799	1,629,792
Shareholders' equity	**4,524,832**	5,374,863	10,177,933	7,221,926
Cash dividends declared	**Nil**	Nil	Nil	Nil

	Quarter ended (three-month figures) ($)			
	31-Dec 2022 (Q4)	30-Sep 2022 (Q3)	30-Jun 2022 (Q2)	31-Mar 2022 (Q1)
Revenues	-	-	-	-
General and administration	(365,841)	(298,832)	(314,457)	(259,578)
Lease amortization and interest	-	(7,007)	(10,741)	(11,012)
Depreciation of plant and equipment	(1,074)	(1,278)	(1,133)	(1,121)
Share-based payments	(14,211)	(15,583)	(764,478)	(11,341)
Exploration and evaluation costs	(982,203)	(4,451,027)	(482,722)	(176,384)
Interest received	18,580	22,387	8,539	303
Mining tax credit and government grants	-	267,372	-	-
Property option payment	(429,619)	-	-	-
Flow-through income tax recovery	450,000	50,000	75,000	-
Net income (loss) for the period	(1,324,368)	(4,433,968)	(1,489,992)	(459,133)
Basic income (loss) per share	(0.02)	(0.05)	(0.03)	(0.01)
Total assets	8,625,038	4,166,355	9,399,606	1,747,614
Total liabilities	1,787,594	469,097	2,055,401	598,077
Shareholders' equity	6,837,444	3,697,258	7,344,205	1,149,537
Cash dividends declared	Nil	Nil	Nil	Nil

Quarterly results

- During Q4, 2023, the Company issued 700,000 common shares at a price of $0.155 (equivalent to $108,500) to the underlying owner of the RDP property. With this, the Company now owns 100% of RDP. In addition, the Company received cash proceeds of $66,000 from the exercise of 1,100,000 stock options. The Company also recovered $62,025 for operator's fees related to the RDP property on option to Antofagasta.
- During Q3, 2023, the Company closed the non-brokered private placement described under *Financing activities*, above, raising gross proceeds of $661,080. Also during Q3 2023, with the exploration season in its more active period, the expenses were considerably higher than during the other quarters. This was consistent with Q3 of 2022.
- During Q2, 2023, the Company completed the acquisition of the Kliyul and Redton properties through the issuance of 16,996,099 common shares at a deemed price of $0.23 per share, reflecting an increase in the value of share capital. As property acquisition costs are capitalized, this increase is also reflected in total assets. The Company also received proceeds of $11,500 from the exercise of 50,000 share purchase warrants with an exercise price of $0.23 per share. Exploration expenses increased due to the start of the 2023 field season.
- During Q1, 2023, the company received $600,000 pursuant to the exercise of warrants, as explained in more detail under *Financings*, above. Also during Q1, 2023, the Company entered into the Chuchi South property option agreement. An aggregate of 2,275,000 stock options were granted to directors, officers, employees and certain consultants, and the final payment of $400,000 was received from BMC Minerals to obtain 100% interest in the Fyre Lake property.
- During Q4, 2022, the Company raised gross cash proceeds of $6,000,000 by issuing 18,750,000 flow-through units at a price of $0.32 per unit, as more thoroughly described under *Financings*, above. Exploration expenses were reduced from Q3 coinciding with the end of the annual exploration cycle. The Company also received $75,000 from Antofagasta as the second earn-in option payment, and $500,000 from BMC with respect to the Fyre Lake project, as described above. On December 31, 2022, the Company impaired the $429,619 carrying value of the Mariposa property, as explained before.
- During Q3, 2022 the Company raised gross cash proceeds of $780,000 through a non-brokered private placement explained in the Financings section of this MD&A, above. Also during Q3, the cost of significantly increased exploration activities took place, reflecting a much larger exploration program than during Q3 of the prior year, with Q3 being a major part of the year's exploration season. During Q3 2022, the Company received $267,372 corresponding to BCMETC for qualifying expenses carried out during 2021. The reduction in total liabilities as compared to Q2 2022 reflects the application of funds received from Antofagasta during Q2 2022 for exploration on the RDP project.
- During Q2, 2022, the Company raised $7.4 million as described under *Financing Activities*, above, hence the substantial increase in total assets. The increase in total liabilities and in shareholders' equity is mostly due to the $2M received from Antofagasta for exploration of the Company's RDP property, of which $159,960 has been spent on the project, with the rest remaining a financial liability for the Company. The Company also granted stock options to directors, officers, employees, and certain consultants, resulting in the non-cash share-based payments expense. The Company increased its exploration expenses during this quarter. The amount of interest received was also higher due to a larger amount of cash held in bank accounts after the aforementioned private placement.
- During Q1, 2022, the Company finished compiling its data from the 2021 drilling program at its Kliyul property, but with significantly less expenses than during the more active Q4, 2021. The efforts of the Company during Q1, 2022, were also directed to the financing transaction that closed during April 2022, as indicated above under *Financing Activities*.

Liquidity, working capital, capital resources and going concern uncertainty

The Company's liquidity and working capital figures are as follows:

	December 31, 2023	December 31, 2022
	$	$
Cash	**541,840**	7,813,084
Other receivable	**80,983**	48,286
Marketable securities	**-**	44,833
Liquidity:	**622,823**	7,906,203
Prepaid	**49,241**	42,719
Trade payables and accrued liabilities	**(158,138)**	(372,549)
Flow-through tax liability	**(162,342)**	-
Committed to RDP	**(249,177)**	(385,341)
Lease liabilities - current portion	**(58,396)**	-
Flow-through premium liability	**-**	(1,029,704)
Working capital:	**44,011**	6,161,328

The Company is dependent on raising funds through the issuance of shares or disposition of interests in resource properties in order to finance further acquisitions, undertake exploration and meet general and administrative expenses.

As at April 23, 2024, the Company had cash on hand of approximately $1,451,000 of which approximately $202,000 were part of Antofagasta's funding for the RDP project. The Company's working capital as at this date was approximately $1,247,500.

The Company's annual consolidated financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to continue its operations for at least twelve months from December 31, 2023, and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has not generated revenue from operations to date and will require additional financing or outside participation to undertake further advanced exploration of its mineral properties. Future operations of the Company are dependent upon its ability to raise additional equity financing and maintain sufficient working capital and upon future production or proceeds from the dispositions of its mineral property interests.

The Company's operations to date have been financed by the issuance of common shares, the exercise of share purchase warrants, and the exercise of stock options. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and liquidate its investments as necessary. During the year ended December 31, 2023, the Company's financing activities provided cash of of $1,072,178, through a non-brokered private placement financing, the exercise of warrants and stock options, and cash received from a third party for the exploration of one of the Company's properties. Subsequent to December 31, 2023, the Company was able to secure additional financing (see *Subsequent events* at the end of this MD&A). Despite this, there can be no assurance that the Company will be able to continue to secure additional financings in the future on terms that are favourable. This gives rise to a material uncertainty that may raise substantial doubt about the Company's ability to continue as a going concern.

Transactions with related parties:

The following transactions with related parties took place:

	Three months ended December 31		Years ended Demcember 31	
	2023	2022	**2023**	2022
	$	$	**$**	$
Management fees paid to a Company controlled by the Executive Chairman of the Company, and salary paid to him *	**27,720**	26,400	**110,000**	102,400
Salary paid to the CEO of the Company	**54,905**	52,290	**217,875**	205,840
Management fees paid to a company controlled by the CFO of the Company	**24,000**	18,000	**92,000**	68,000
Share-based payments recorded for stock options granted to directors and officers of the Company (non-cash expense)	**-**	-	**347,613**	493,323
	106,625	96,690	**767,488**	869,563

* A percentage of the Executive Chairman's compensation is charged to exploration and evaluation expenses

Management is of the opinion that these transactions have occurred in the normal course of operations.

Outstanding share data

	Date of this MD&A	December 31, 2023	December 31, 2022
Common shares issued and outstanding	**151,088,485**	130,487,556	103,968,790
Share purchase warrants outstanding	**35,300,770**	26,774,839	31,402,174
Finders' warrants outstanding	**1,125,000**	2,424,000	2,424,000
Stock options outstanding	**8,075,000**	8,075,000	6,800,000
Fully diluted capital:	**195,589,255**	167,761,395	144,594,964

Off-balance sheet arrangements

None

Proposed transactions

There are no proposed transactions as of the date of this MD&A.

Changes in accounting policies

During the year ended December 31, 2023, the Company has adopted the following new accounting standard and amendments to IFRS:

Amendments to IAS 1, Presentation of Financial Statements (effective January 1, 2023) require entities to disclose their material accounting policy information rather than significant accounting policy information. The amendments provide guidance on how an entity can identify material accounting policy information and clarify that information may be material because of its nature, even if the related amounts are immaterial. The amendments did not result in any changes to the accounting policies themselves.

The amendments did not result in changes to the accounting policies themselves as compared to those of the year ended December 31, 2022. For the current set of accounting policies, please refer to note 2 to the annual audited consolidated financial statements for the year ended December 31, 2023.

Disclosure of controls and procedures, and internal control over financial reporting

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed consolidated interim financial statements for the years ended December 31, 2023 and 2022, and this accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR+ at www.sedarplus.ca.

Financial instruments

The Company has classified cash, other receivables, and trade payable and accrued liabilities at amortized cost, and its marketable securities as FVTOCI.

Fair values

As at December 31, 2023, the recorded amounts for cash, other receivables and trade payable and accrued liabilities approximate their fair values due to their short maturity. The Company's marketable securities are measured at fair value on a recurring basis. These financial instruments are grouped into Level 1 to 3 based on the degree to which the significant inputs used to determine the fair value are observable. Marketable securities are classified within level 1 of the fair value hierarchy as their fair value measurement is derived from quoted prices in active markets for identical assets. Warrants are classified within level 2 of the fair value hierarchy as their fair value measurement is derived from inputs other than quoted prices included within level 1, that are observable either directly or indirectly. No financial instruments were considered level 3, which are fair value measurements derived from valuation techniques that include significant inputs that are not based on observable market data.

Interest rate risk

The Company's cash held in financial institutions earns interest at variable interest rates. During the year ended December 31, 2023, and during 2022, interest rates have been on the rise. This, together with larger amounts of cash held in banks, have resulted in the Company earning more interest on its deposits than in the year ended December 31, 2022. However, due to the short-term nature of these financial instruments, fluctuations in market rates do not have a material impact on the expected cash flows.

Credit risk

The Company has its cash deposited at one of Canada's largest banks with an AA rating, federally insured, and therefore exposed to minimal credit risk.

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 manages liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities and through the management of its capital structure. At December 31, 2023, the Company had cash of $541,840 (December 31, 2022- $7,813,084), trade payable and accrued liabilities of $158,138 (December 31, 2022 - $372,549), a financial liability of $249,177 (December 31, 2022 – $385,341) corresponding to cash provided by Antofagasta for exploration at the RDP property, a flow-through related tax liability of $162,342, and lease liabilities of $62,713, including both current and long-term components (December 31, 2022 - $nil). Please see *Subsequent events* at the end of the MD&A for financing activities completed after December 31, 2023.

Currency risk

As at December 31, 2023, the Company kept less than 1% of its cash in US dollars. A change in the value of the US dollar by 10% relative to the Canadian dollar would affect the Company's working capital by an immaterial amount.

Price risk

The Company was exposed to price risk on its marketable securities due to fluctuations in the current market prices and fluctuations in trading volumes of those securities. At December 31, 2023, the Company had disposed of its marketable securities, and any potential gain from such securities was doubtful. Therefore, there is no price risk at December 31, 2023.

Critical accounting estimates

The Company makes estimates and assumptions concerning the future that will, by definition, seldom equal actual results. The following are the areas of estimate and judgment applied by management that most significantly affects the Company's financial statements. These estimates and judgments have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Management applies judgment in reviewing for impairment indicators the carrying value of the resource properties on a quarterly basis, or whenever events or circumstances indicate that their carrying value may not be recovered. If there are indicators of impairment, the recoverable amount of the related asset is estimated in order to determine the extent of any impairment. Indicators of impairment may include (i) the period during which the Company has the right to explore in the specific area has expired during the year or will expire in the near future and is not expected to be renewed, (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned, (iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and (iv) sufficient data exists to indicate that the carrying amount of the resource properties is unlikely to be recovered in full from successful development or by sale. No impairment indicators were identified by management during the year ended December 31, 2023.

Risk factors

The Company is subject to a number of risks due to the nature of its business and the present stage of exploration projects. The following factors should be considered:

Mineral Exploration and Development

The Company's properties are in the exploration stage and are without a known body of commercial ore. Development of any of the Company's properties will only follow upon obtaining satisfactory exploration results. Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in the discovery of a body of commercial ore on any of its properties. Several years may pass between the discovery and the development of commercial mineable mineralized deposits. Most exploration projects do not result in the discovery of commercially mineralized deposits.

Trends

The Company's financial success is dependent upon the discovery of mineral resources which could be economically viable to develop. Such development could take years to complete and the resulting income, if any, is difficult to determine. The sales value of any mineralization discovered by the Company is largely dependent upon factors beyond the Company's control, such as market value of the products produced and availability of capital from the public marketplace. Other than as disclosed herein, the company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on the Company's results or financial position.

Operating Hazards and Risks

Mineral exploration involves many risks. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the operation of mines and the conduct of exploration programs. Although the Company will, when appropriate, secure liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liability and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in any of which events the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Economics of Developing Mineral Properties

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract metal from ore and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operation or that the funds required for development can be obtained on a timely basis.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control, and which cannot be predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Depending on the price of minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

Environmental Factors

The Company conducts exploration activities in various parts of Canada and the United States. Such activities are subject to various laws, rules and regulations governing the protection of the environment, including, in some cases, posting of reclamation bonds. Extensive environmental legislation has been enacted in Canada by federal, provincial and territorial governments and in the United States by federal and state governments. All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed properties 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 the Company's operations.

The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or to preclude entirely the economic development of a property. Environmental hazards may exist on the Company's properties, which hazards are unknown to the Company at present, which have been caused by previous or existing owners or operators of the properties. The Company is not aware of any environmental hazards on any of the properties held or formerly worked by the Company. The approval of new mines in Canada is subject to detailed review through a clearly established public hearing process, pursuant to both the Federal Canadian Environmental Assessment Act and the provincial and territorial Environmental Review Agencies. Further, under such review process, there is no assurance that regulatory and environmental approvals will be obtained on a timely basis or at all. Failure to comply with the legislation may have serious consequences. Orders may be issued requiring operations to cease or be curtailed or requiring installation of additional facilities or equipment. Violators may be required to compensate those suffering loss or damage by reason of its mining activities and may be fined if convicted of an offense under such legislation.

Canadian provincial and territorial state mining legislation establishes requirements for the decommissioning, reclamation and rehabilitation of mining properties in a state of temporary or permanent closure. Such closure requirements relate to the protection and restoration of the environment and the protection of the public safety. Some former mining properties must be managed for long periods of time following closure in order to fulfill closure requirements. The costs of closure of mining properties, and, in particular, the cost of long-term management of mining properties can be substantial. The Company intends to progressively rehabilitate its mining properties during their period of operation, should any properties become operational, so as to reduce the cost of fulfilling closure requirements after the termination or suspension of production.

The Company has adopted environmental practices designed to ensure that it continues to comply with or exceeds all environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation. The Company is currently engaged in exploration with minimal environmental impact.

Title

Although the Company has exercised the usual due diligence with respect to title to properties in which it has a material interest, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers, or native land claims and title may be affected by undetected defects. In addition, certain of the mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties. Before a number of claims under option can be recorded in the Company's name, the underlying title holder has to assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title. Land may be transferred by the State to businesses and citizens for possession and use based on leases.

Canadian Aboriginal Land Claims

Canadian Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is generally supportive of measures established to achieve such cooperation. While there is, to the Company's knowledge, no specific existing claim in respect of any of its properties, the advent of any future aboriginal land claims and the outcome of any aboriginal land claims negotiations or related issues cannot be predicted.

Competition and Agreements with Other Parties

The Company competes with other mining companies for the acquisition of mineral claims and other mining interests as well as for the recruitment and retention of qualified employees and contractors. There is significant and increasing competition for a limited number of resource acquisition opportunities and as a result, the Company may be unable to acquire attractive mining properties on terms it considers acceptable. The Company competes with other companies that may have substantially greater financial resources than the Company. The Company may, in the future, be unable to meet its obligations under agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the cost required to complete recommended programs.

Governmental Regulation

Operations, development and exploration on the Company's properties are affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law reform; (iii) restrictions on production, price controls, and tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations. Changes in such regulation could result in additional expenses and capital expenditures, availability of capital, competition, reserve uncertainty, potential conflicts of interest, title risks, dilution, and restrictions and delays in operations, the extent of which cannot be predicted.

The Company is at the exploration stage on all of its properties. Exploration on the Company's properties requires responsible best exploration practices to comply with Company policy, government regulations, and maintenance of claims and tenure. The Company is required to be registered to do business and have a valid prospecting license (required to prospect or explore for minerals on Crown Mineral land or to stake a claim) in any Canadian province or territory in which it is carrying out work. Mineral exploration primarily falls under provincial or state jurisdiction. However, the Company is also required to follow the regulations pertaining to the mineral exploration industry that fall under federal jurisdictions, such as the Fish and Wildlife Act in Canada and the Environmental Protection Agency in the United States.

If any of the Company's projects are advanced to the development stage, those operations will also be subject to various laws and regulations concerning development, production, taxes, labour standards, environmental protection, mine safety and other matters. In addition, new laws or regulations governing operations and activities of mining companies could have a material adverse impact on any project in the mine development stage that the Company may possess.

Metals Prices

The Company's revenues, if any, and ability to attract equity financing is expected to be in large part derived from the discovery of mineral properties and the sale of minerals contained or interests related thereto. The prices of those commodities may fluctuate widely and are affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumptive patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of metal substitutes, metal stock levels maintained by producers and other and inventory carrying costs. The effect of these factors on the price of base and precious metals, and therefore the economic viability of the Company's operations, cannot accurately be predicted.

Management and Directors

The Company is dependent on its key management personnel. Loss of the key person could have an adverse effect on the Company. The Company does not maintain "key-man" insurance in respect of any of its management.

Conflicts of Interest

Certain of the Directors and Officers of the Company are also in their personal capacities, or as Directors or Officers of other companies, engaged in mineral exploration and development. Accordingly, exploration opportunities or prospects of which they become aware may not necessarily be made available to the Company. The Directors and Officers intend to allocate opportunities or prospects from time to time on the basis of prudent business judgment. The Directors are required by law to act honestly and in good faith with a view to the best interest of the Company and its shareholders and to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with the Company and to abstain from voting as a Director for the approval of such transaction.

Price Fluctuations: Share Price Volatility

In recent years, the international securities markets have experienced high levels of price and volume volatility, and the market prices of securities of many mineral exploration companies have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that the continual fluctuations in market price will not occur which may impact the Company's market capitalization as well as its ability to facilitate equity financing.

Russia and Ukraine conflict

While the Company has no operations, projects or personnel in Europe, this conflict adds potential elements of risk such as inflationary pressures affecting prices of fuel and supplies, as well as supply chain delays. These risks could potentially affect the cost and timely development of its exploration programs.

Legal proceedings

As at December 31, 2023, and at the date of this document, there were no legal proceedings against or by the Company.

Subsequent events

a) On March 13, 2024, the Company provided an update on its BC copper-gold porphyry project portfolio and announced that Antofagasta had terminated its option to earn an interest in the Company's RDP project.

b) On March 22, 2024, the Company closed the first tranche of a non-brokered private placement (the "Financing), originally announced on February 22, 2024, and on March 4, 2024. The Company issued 7,469,679 flow-through units ("FT Units") at a price of $0.095 per FT Unit for gross proceeds of $709,620. The Company also issued 12,072,500 non-flow-through units ("NFT Units") at a price of $0.08 per NFT Unit for gross proceeds of $965,800.

   On April 5, 2024, the Company closed the second and final tranche Financing by issuing 1,058,750 NFT units at a price of $.08 per NFT unit for gross proceeds of $84,700.

   Each FT Unit is comprised of one common share of the Company issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (each, a "FT Share") and one common share purchase warrant ("Warrant"). Each NFT Unit is comprised of one common share of the Company and one Warrant. Each Warrant is exercisable to purchase one additional non-flow-through common share at an exercise price of $0.12 any time on or before March 22, 2026.

   The securities issued with the first tranche are subject to a hold period ending on July 23, 2024, while the ones issued with the second tranche subject to a hold period ending August 6, 2024.

c) Subsequent to December 31, 2024, and before the date of this MA&A, the Company discharged the Part XII.6 flow-through tax liability mentioned in the Company's consolidated statement of financial position for December 31, 2023, and in the *Liquidity, working capital, capital resources and going concern uncertainty* section of this MD&A.

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