**Management Discussion and Analysis**
**For the quarter ended September 30, 2023**

This Management's Discussion and Analysis ("MD&A") for Surge Copper Corp. (the "Company") has been prepared by management dated November 9, 2023 and provides information on the Company's operations for the six months ended September 30, 2023 and to the date of this report. This discussion and analysis should be read in conjunction with the Unaudited Condensed Consolidated Financial Statements for the Six Months Ended September 30, 2023 and the Audited Consolidated Financial Statements for the year ended March 31, 2023.

## Forward-Looking Information

This MD&A contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, and the estimated cost and availability of funding for the continued exploration of the Company's properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Aside from factors identified in the interim MD&A, additional, important factors, if any, are identified here.

## Overall Performance

### Business of the Company

The Company is engaged in the exploration and development of mineral properties hosting copper, gold, silver, and molybdenum resources located in central British Columbia. The Company continues to evaluate acquisition of additional mineral interests in Canada.

## Highlights

Highlights from the quarter ended September 30, 2023:

**Operations**

- ✓ Completed the 2023 field exploration program, which included 2,077 metres of core drilling in 3 holes at the Berg Project, in addition to reconnaissance surface exploration at several early-stage prospects throughout the combined Berg and Ootsa district.
- ✓ Initial results from this program included hold BRG23-243, a 100-metre step-out exploration hole in the southeast region of the Berg deposit, which intersected 756 metres grading 0.26% copper, 0.026% molybdenum, 3.6 g/t silver, and 0.02 g/t gold, from 22 metres depth, with the hole ending in mineralization; this hole represents the second longest mineralized interval from the Berg deposit to date.

**Financial**

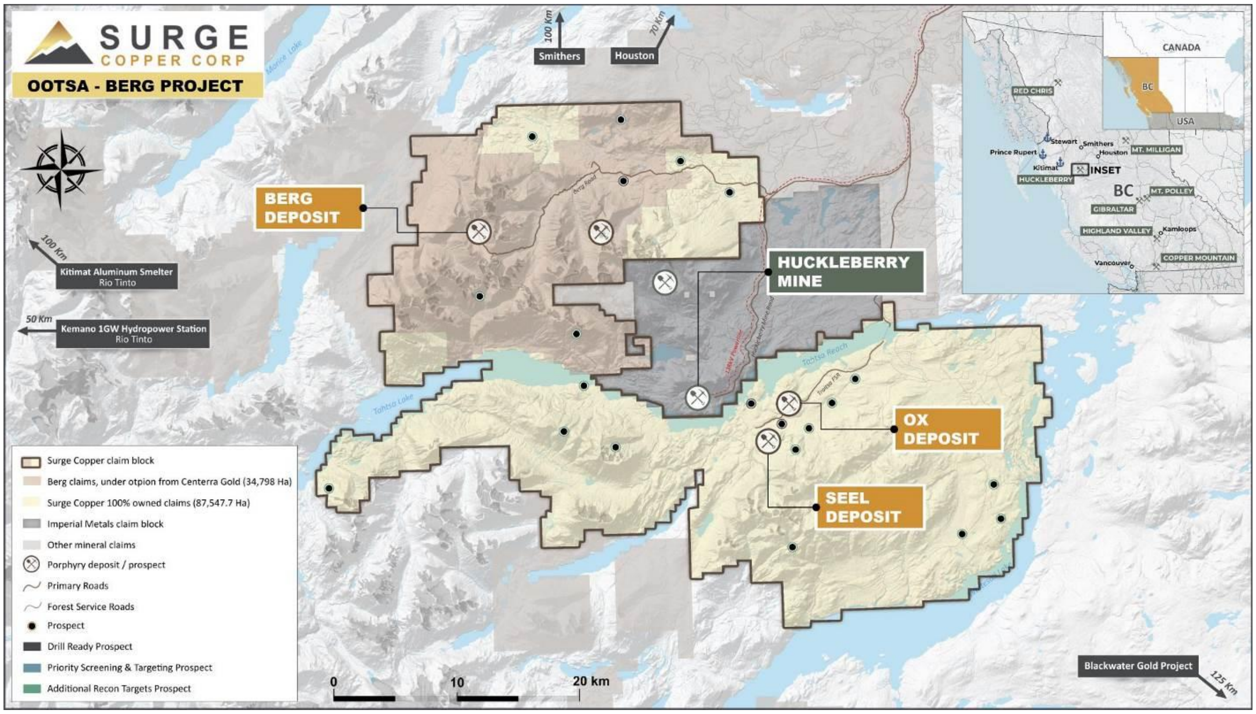
- ✓ Ended the quarter with cash of $781,793 and a working capital of $575,107.
- ✓ Total cumulative exploration and evaluation costs on the Berg Property at the end of the quarter of $8,005,014.

**Catalyst Outlook**

- ✓ Exploration results from the Company's 2023 field exploration program including drilling results from Berg and surface exploration results from multiple additional target areas throughout the combined Berg and Ootsa district.
- ✓ Completion of earn-in on the Berg Property.
- ✓ Continued advancement of the Berg Project toward pre-feasibility.

## Mineral Properties – Overview

The Company controls a 125,499-hectare contiguous land package located in central British Columbia which hosts NI43-101 compliant resources of copper, molybdenum, gold, and silver at the Seel, Ox, and Berg deposits. The claim package is divided between several 100% owned claim blocks which are collectively referred to as the Ootsa Property, and a single contiguous claim block referred to as the Berg Property in which the Company is earning into a 70% interest, all as further described in the following sections. The Ootsa Property primarily consists of the area in the southern portion of the district, south of Tahtsa Reach, which hosts the Seel and Ox deposits, and also includes certain 100% owned claims in the northern part of the district. There are numerous exploration targets which the Company is progressing on both the Ootsa Property and the Berg Property. The district is notable in part due to substantial infrastructure present in the region, including networks of forest service roads, hydroelectric grid power, and the Huckleberry Mine owned by Imperial Metals which produced copper, molybdenum, silver, and gold, from similar style porphyry deposits from 1997 to 2016 and is currently held on care and maintenance.




**Regional map.**

## Berg Property, British Columbia

On December 15, 2020, the Company entered into a definitive option agreement to acquire a 70% interest in the Berg Property from Thompson Creek Metals Company Inc., a wholly owned subsidiary of Centerra Gold Inc. Under the terms of the agreement, Surge must issue $5 million in common shares of Surge and spend $8 million on exploration, over a period of up to five years as outlined in the table below. As at September 30, 2023, the Company has issued 6,825,939 common shares, 689,655 common shares, and 1,481,481 common shares valued at $4 million dollars, $200,000 dollars, and $200,000 dollars respectively, as outlined in the agreement and the schedule below, and has incurred total exploration expenditures of $8,005,014. The Berg Property is 34,798 hectares in size and is contiguous with the Ootsa Property and combined the Ootsa and Berg Properties give Surge Copper control of 50km of strike length in a very prospective porphyry belt. The Berg Property contains the Berg Deposit, a large, advanced stage porphyry copper-molybdenum-silver deposit located 28 km northwest of Surge's Seel deposit, plus numerous exploration targets.

| Date for Completion | Value of Common Shares to be issued | Minimum Exploration Expenditures to be Incurred |
|---|---|---|
| Within 5 days of the Approval Date | $4,000,000<br>(6,825,939 common shares issued) | $Nil |
| On or before the first anniversary of the Effective Date (1) | $200,000<br>(689,655 common shares issued) | $Nil |
| On or before the second anniversary of the Effective Date (1) | $200,000<br>(1,481,481 common shares issued) | $2,000,000<br>(completed) |
| On or before the third anniversary of the Effective Date (1) | $200,000 | $2,000,000<br>(completed) |
| On or before the fourth anniversary of the Effective Date (1) | $200,000 | $2,000,000<br>(completed) |
| On or before the fifth anniversary of the Effective Date (1) | $200,000 | $2,000,000<br>(completed) |
| **Total** | **$5,000,000** | **$8,000,000** |

(1) "Effective Date" means the date of the agreement, December 15, 2020.

A total of 53,754 metres over 215 holes have been completed on the Berg Deposit by prior operators including Kennecott, Placer Dome, Terrane Metals, and Thompson Creek Metals. Drilling in some areas of the Berg Deposit remains wide-spaced and mineralization is open to depth and outward from the central Berg Stock. The deposit has been shown to have excellent vertical continuity with significant mineralization intersected greater than 550m below surface.

## Summary of Exploration Activities

During 2021 the Company re-habilitated 16.5 kilometres of historic access road into the Berg deposit and constructed a 15-person tent camp. Further rehabilitation work included a total of 12.8 hectares of previous operations area such as roads and drill sites. Nine core holes were drilled for a total of 2,855 metres. Drilling focused on better understanding and extending higher grade zones within the deposit and testing zones with low drill density. A table containing selected highlights from the 2021 drill program is below.

| Drill Hole | From (m) | To (m) | Width (m)* | Cu % | Mo % | Au g/t | Ag g/t | Comments |
|---|---|---|---|---|---|---|---|---|
| BRG21-234 | 15 | 340.1 EOH | 325 | 0.30 | 0.016 | 0.03 | 4.3 | |
| including | 15 | 120 | 105 | 0.57 | 0.028 | 0.04 | 4.6 | Chalcocite blanket |
| BRG21-235 | 20 | 182 | 162 | 0.37 | 0.075 | 0.03 | 4.3 | |
| including | 20 | 110 | 90 | 0.43 | 0.073 | 0.04 | 4.5 | Chalcocite blanket |
| BRG21-235 | 182 | 327 EOH | 145 | 0.14 | 0.023 | 0.01 | 1.6 | Eocene intrusion |
| BRG21-236 | 24 | 381 EOH | 357 | 0.38 | 0.038 | 0.04 | 5.6 | |
| including | 24 | 116 | 92 | 0.52 | 0.070 | 0.05 | 4.8 | Chalcocite blanket |
| BRG21-237 | 34 | 166 | 132 | 0.56 | 0.047 | 0.05 | 7.6 | Chalcocite blanket |
| BRG21-237 | 184 | 255 EOH | 71 | 0.32 | 0.077 | 0.03 | 5.1 | |
| BRG21-238 | 24 | 168 | 144 | 0.47 | 0.014 | 0.04 | 5.1 | |
| including | 236 | 126 | 100 | 0.59 | 0.016 | 0.05 | 6.2 | Chalcocite blanket |
| BRG21-239 | 20 | 243 EOH | 223 | 0.42 | 0.022 | 0.04 | 5.4 | |
| including | 76 | 190 | 114 | 0.51 | 0.025 | 0.05 | 5.7 | |
| including | 76 | 114 | 38 | 0.67 | 0.032 | 0.05 | 8.2 | Chalcocite blanket |
| BRG21-240 | 14 | 96 | 82 | 0.22 | 0.006 | 0.03 | 3.1 | Chalcocite blanket |
| including | 26 | 44 | 18 | 0.31 | 0.003 | 0.04 | 2.7 | |
| BRG21-241 | 20 | 166 | 146 | 0.40 | 0.014 | 0.02 | 6.5 | |
| including | 22 | 90 | 68 | 0.58 | 0.038 | 0.03 | 6.0 | Chalcocite blanket |
| including | 30 | 52 | 22 | 0.85 | 0.024 | 0.04 | 8.2 | Chalcocite blanket |
| BRG21-242 | 28 | 396 EOH | 368 | 0.37 | 0.039 | 0.03 | 5.5 | |
| including | 28 | 138 | 110 | 0.51 | 0.021 | 0.03 | 3.9 | Chalcocite blanket |
| including | 52 | 96 | 44 | 0.62 | 0.019 | 0.04 | 4.4 | Chalcocite blanket |

*Width refers to drill hole intercepts, true widths have not been determined.

The Company announced on August 17, 2022, that it had received a new 5-year area-based exploration permit covering the Berg Property and several contiguous 100% owned properties in the northern part of the district. The Company has subsequently constructed its third exploration camp in the area, near the Sibola target, and completed 10 exploration holes on the Berg Property at the Sibola and Bergette targets including a partial test of the Sylvia target. In addition, twenty induced polarization geophysical lines were completed on the Berg Property covering the Bergette, Sylvia, Fire, NE, and Sibola targets. During 2022 the Company completed a historic core and pulp resampling program on 2007, 2008, and 2011 drill core from Berg to bolster precious metal data in the Berg drill hole database.

Four helicopter supported drill holes were completed at the Bergette Target in 2022. Highlights include hole BGT22-01 which intersected 143 metres grading 0.23% copper and 0.010% molybdenum including 18 metres grading 0.55% copper and 0.021% molybdenum, and hole BTG22-02 which intersected 176 metres grading 0.22% copper and 0.012% molybdenum including 16 metres grading 0.53% copper and 0.034% molybdenum. Four holes tested the Sibola target in 2022 and confirmed very large alteration systems occur through the area with all holes intersecting large and intense zones of hydrothermal alteration containing varying amounts of pyrite, silicification, sericite, and propylitic alteration. Hole SIB22-01 intersected a 3 metre interval of high-grade silver returning 312 g/t silver and 0.12% copper from 66 metres depth. The hole also intersected a 52 metre wide interval grading 0.10 g/t gold and 2 g/t silver from 224 metres depth. This broad interval of anomalous gold is associated with thin silica-pyrite and calcite veinlets and patchy silica flooding and sericite alteration in a fine grained volcanic rock and shows precious metal targets are viable in the area.

**Berg Resource Estimate and Preliminary Economic Assessment**

On June 13, 2023 the Company announced an updated resource estimate and a maiden preliminary economic assessment of the Berg deposit. The study identified a large-scale, stand alone greenfield development project with simple design and high outputs of critical minerals located in a safe jurisdiction with world-class infrastructure. Highlights from the study include:

- Base case after-tax $NPV_{8\%}$ of C$2.1 billion and IRR of 20% based on long-term commodity price assumptions of US$4.00/lb copper, US$15.00/lb molybdenum, US$23/oz silver, and US$1,800/oz gold plus foreign exchange of 0.77 USD CAD
- 30-year mine life with total payable production of 5.8 billion pounds (2.6 million tonnes) of copper equivalent (CuEq)*, including 3.7 billion pounds (1.7 million tonnes) of copper
- Updated mineral resource estimate includes combined Measured & Indicated resource of 1.0 billion tonnes grading 0.23% copper, 0.03% molybdenum, 4.6 g/t silver, and 0.02 g/t gold, containing 5.1 billion pounds of copper, 633 million pounds of molybdenum, 150 million ounces of silver, and 744 thousand ounces of gold, plus an additional 0.5 billion tonnes of material in the Inferred category
- Mineable inventory contains 978 million tonnes grading 0.22% copper, 0.02% molybdenum, 4.5 g/t silver, and 0.02 g/t gold, and consists of 80% Measured and Indicated resources, with the first 5 years of steady-state production containing 162 million tonnes with an average grade of 0.30% copper, 0.03% molybdenum, 5.7 g/t silver, and 0.03 g/t gold
- First 10 years of steady-state production: annual payable production of 220 million pounds (100 kilotonnes) of copper equivalent including 151 million pounds (69 kilotonnes) of copper
- Life of mine annual payable production of 191 million pounds (87 kilotonnes) of copper equivalent including 121 million pounds (55 kilotonnes) of copper
- Life of mine C1 co-product cash costs of US$1.75/lb Payable CuEq and by-product cash costs of US$0.46/lb Payable Cu
- Low life of mine strip ratio of 1.1 inclusive of pre-stripping requirements of 43 million tonnes
- Pre-production capex of C$2.0 billion, implying capital intensity metrics including NPV / Capex of 1.1x, Capex / Annual Production of US$17,456/t Payable CuEq, Capex / Total LOM Payable Production of US$0.26/lb Payable CuEq, and Average FCF Yield on Capex of 18%
- Low estimated costs of approximately C$6-8 million to advance project to PFS stage

- Simple project design includes a single open pit, overland conveyor system, concentrator process plant and tailings and waste management facility, and ties into existing infrastructure including roads and hydroelectric gridpower

*All references herein to copper equivalent (CuEq) are on the basis of recovered or payable metals, as indicated, with such recovered or payable metals converted into copper equivalent based on their respective price ratios using the long-term metal prices used in the PEA of US$4.00/lb copper, US$15.00/lb molybdenum, US$23.00/oz silver, and US$1,800/oz gold and with the formula CuEq (lbs) = Cu (lbs) + 3.75 * Mo (lbs) + 5.75 * Ag (oz) + 450 * Au (oz).

The resource estimate and Preliminary Economic Assessment (the "PEA") was prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"). The PEA was completed by Ausenco Engineering Canada Inc. ("Ausenco") and is based on an updated mineral resource estimate completed by Moose Mountain Technical Services Inc. ("MMTS"). The PEA is the first economic study prepared in accordance with NI 43-101 on the Berg Project and represents a significant milestone in the advancement of the Berg Project and the Company's overall strategy in the combined Berg-Ootsa district. The Company is currently earning a 70% interest in the Berg Project from Centerra Gold. All figures presented herein are on an unlevered, 100% basis, all currency numbers are either United States dollars (US$) or Canadian dollars (C$) as specified, all tonnes refer to metric tonnes, and all ounces refer to Troy ounces. The PEA is preliminary in nature and includes Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty the PEA will be realized.

The PEA outlines a large, open-pit mining operation which, over the course of 30 years, would extract a mineable inventory to provide a mill feed of approximately 978 million tonnes with an average grade of 0.22% copper, 0.02% molybdenum, 4.5 g/t silver, and 0.02 g/t gold. The mine is developed in multiple phases, focusing on early extraction of the higher-grade portions of the deposit in the supergene enrichment zone. Mining is performed by way of conventional truck and shovel operations, with run-of-mine mill feed and certain volumes of waste rock crushed and transported via a 3.4-kilometre electrically powered overland conveyor system from the mine to the process plant located at 400 metres lower elevation to the west of the mine site. The mill and concentrator process plant will operate at a 90,000 tonnes per day nominal capacity and will produce separate copper and molybdenum concentrates via a conventional sulphide flotation and molybdenum separation flowsheet. Process tailings and potentially acid generating ("PAG") waste rock will use co-storage of tailings and waste rock together for permanent storage in a tailings & waste rock management facility ("TWMF") located southwest of and adjacent to the process plant. Final copper concentrate products containing precious metal by-products will be transported to one of several nearby deep seaports along the Pacific coast for sale to end customers, and molybdenum concentrates will be transported by truck to a rail load out location for toll roasting within continental North America before final sale of molybdenum oxide to end customers globally. The study outlines a two-year construction period with pre-production capital expenditures of just under C$2.0 billion, sustaining capital expenditures over the life of mine of $1.5 billion, reclamation and closure costs at the end of the mine life of C$200 million, and total taxes paid over the life of mine, on an undiscounted basis, of C$4.9 billion.

| Key Financial and Economic Analysis Metrics | | | |
|---|---|---|---|
| **Base Case After-Tax Economic Metrics** | | | |
| $NPV_{7\%}$ | C$mm | $2,473 | |
| $NPV_{8\%}$ | C$mm | $2,084 | |
| IRR | % | 20% | |
| Payback Period | years | 3.9 | |
| Pre-Production Capex | C$mm | $1,968 | |
| NPV / Capex | x | 1.1x | |
| Capex / Total Production | US$/lb CuEq | $0.26 | |
| Capex / Annual Production | US$/t CuEq | $17,456 | |
| FCF Yield on Capex | % | 18% | |
| | | | |
| **Aggregate Undiscounted Financial Metrics** | | **Avg. Annual[1]** | **LOM Total** |
| Revenue | C$mm | $994 | $30,262 |
| Operating Costs | C$mm | $426 | $12,976 |
| Royalties | C$mm | $9 | $277 |
| Pre-Production Capex | C$mm | $984 | $1,968 |
| Sustaining Capex | C$mm | $50 | $1,733 |
| Cash Taxes | C$mm | $161 | $4,858 |
| Free Cash Flow | C$mm | $348 | $8,450 |
| | | | |
| **Pricing Assumptions** | | | |
| Copper | US$/lb | $4.00 | |
| Molybdenum | US$/lb | $15.00 | |
| Silver | US$/oz | $23.00 | |
| Gold | US$/oz | $1,800 | |
| Foreign Exchange | USDCAD | 0.77 | |
| | | | |
| **LOM Gross Revenue Contribution** | | | |
| Copper | % | 64% | |
| Molybdenum | % | 26% | |
| Silver | % | 8% | |
| Gold | % | 3% | |

1. Average annual financial metrics are weighted by total mill throughput in each year, except pre-production capex which is a simple average.

| Key Operating Metrics | | | |
|---|---|---|---|
| | | | |
| **Aggregate Operating Metrics** | | **Avg. Annual[1]** | **LOM Total** |
| Mine Life | years | - | 30 |
| Milled Mineralized Material | Mt | 32 | 978 |
| Strip Ratio | waste:ore | 1.06 | 1.13 |
| | | | |
| **Grades** | | | |
| Copper | % Cu | 0.22% | 0.22% |
| Molybdenum | % Mo | 0.02% | 0.02% |
| Silver | g/t Ag | 4.5 | 4.5 |
| Gold | g/t Au | 0.02 | 0.02 |
| | | | |
| **Payable Production** | | | |
| Copper | Mlbs Cu | 121 | 3,702 |
| Molybdenum | Mlbs Mo | 13 | 399 |
| Silver | Moz Ag | 3 | 82 |
| Gold | koz Au | 12 | 354 |
| Copper Equivalent | Mlbs CuEq | 191 | 5,825 |
| Copper Equivalent | kt CuEq | 87 | 2,642 |
| | | | |
| **LOM Blended Process Recovery and Payability** | | **Recovery[2]** | **Payability** |
| Copper | % | 81% | 97% |
| Molybdenum | % | 76% | 99% |
| Silver | % | 65% | 90% |
| Gold | % | 55% | 90% |
| | | | |
| **Cash Costs[3]** | | | |
| C1 Cash Costs (co-product) | US$/lb CuEq | $1.75 | |
| C3 Cash Costs (co-product) | US$/lb CuEq | $1.98 | |
| C1 Cash Costs (by-product) | US$/lb Cu | $0.46 | |
| C3 Cash Costs (by-product) | US$/lb Cu | $0.82 | |

1. Average annual operating metrics are weighted by total mill throughput in each year, except strip ratio which is a simple average.
2. Recovery numbers represent blended average across zones and are calculated based on total LOM recovered metal divided by contained metal.
3. C1 and C3 cash costs are based on common industry definitions. C1 cash costs include all on-site and off-site costs required to generate revenue, plus royalties, and are presented in aggregate versus payable copper equivalent (co-product) and net of by-product revenue versus payable copper (by-product). C3 cash costs are C1 cash costs plus sustaining capex.

In conjunction with the PEA, a new mineral resource estimate ("MRE") has been completed on the Berg deposit with block model estimation performed by Sue Bird, P.Eng., of MMTS, an independent Qualified Person as defined by NI 43-101. The MRE benefits from 2,855 metres of new drilling completed by Surge in 2021, 7,261 new gold assays collected by Surge from historical core and pulp samples during 2022 and 2023, improved geostatistical modelling of silver in the deposit, and improved metallurgical recovery assumptions based on an extensive review of historical metallurgical testwork by Ausenco and Surge. The MRE has an effective date of June 7, 2023.

The MRE is summarized in the table below. The resource is constrained by an open pit with a "reasonable prospect of eventual economic extraction" using a cutoff of CDN$8.50/t and the parameters as defined in the notes to the table. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

Berg Mineral Resource Estimate by Classification and Oxidation Zone at Base Case NSR Cut-off of C$8.50/t

| C$8.50/t NSR Cut-off | Tonnage (Mt) | NSR/t (C$/t) | Grade Cu (%) | Grade Mo (%) | Grade Ag (g/t) | Grade Au (g/t) | Gross Contained Metal Cu (Mlbs) | Gross Contained Metal Mo (Mlbs) | Gross Contained Metal Ag (Moz) | Gross Contained Metal Au (koz) |
|---|---|---|---|---|---|---|---|---|---|---|
| *Supergene* | | | | | | | | | | |
| Measured | 14 | $43.03 | 0.39 | 0.03 | 5.6 | 0.04 | 120 | 8 | 3 | 18 |
| Indicated | 227 | $32.60 | 0.29 | 0.02 | 5.4 | 0.03 | 1,443 | 107 | 39 | 224 |
| **Total M+I** | **241** | **$33.20** | **0.29** | **0.02** | **5.4** | **0.03** | **1,564** | **115** | **42** | **242** |
| Inferred | 42 | $18.12 | 0.17 | 0.01 | 3.3 | 0.02 | 160 | 8 | 4 | 29 |
| *Hypogene* | | | | | | | | | | |
| Measured | 19 | $35.02 | 0.26 | 0.04 | 4.6 | 0.03 | 110 | 16 | 3 | 16 |
| Indicated | 743 | $28.18 | 0.21 | 0.03 | 4.4 | 0.02 | 3,399 | 500 | 104 | 481 |
| **Total M+I** | **762** | **$28.35** | **0.21** | **0.03** | **4.4** | **0.02** | **3,508** | **516** | **107** | **497** |
| Inferred | 500 | $22.91 | 0.17 | 0.03 | 3.8 | 0.02 | 1,885 | 280 | 60 | 255 |
| *Leach Cap* | | | | | | | | | | |
| Measured | 0 | $18.39 | 0.14 | 0.02 | 3.4 | 0.03 | 1 | 0 | 0 | 0 |
| Indicated | 6 | $17.19 | 0.13 | 0.01 | 5.1 | 0.03 | 16 | 2 | 1 | 4 |
| **Total M+I** | **6** | **$17.24** | **0.13** | **0.01** | **5.1** | **0.03** | **17** | **2** | **1** | **5** |
| Inferred | 0 | $17.87 | 0.12 | 0.01 | 7.5 | 0.02 | 0 | 0 | 0 | 0 |
| *Total* | | | | | | | | | | |
| Measured | 34 | $38.22 | 0.31 | 0.03 | 5.0 | 0.03 | 230 | 24 | 5 | 34 |
| Indicated | 976 | $29.15 | 0.23 | 0.03 | 4.6 | 0.02 | 4,858 | 609 | 145 | 709 |
| **Total M+I** | **1,009** | **$29.45** | **0.23** | **0.03** | **4.6** | **0.02** | **5,089** | **633** | **150** | **744** |
| Inferred | 542 | $22.54 | 0.17 | 0.02 | 3.7 | 0.02 | 2,045 | 288 | 65 | 284 |

Notes:
1) The Mineral Resource estimate has been prepared by Sue Bird, P.Eng., an independent Qualified Person.
2) Resources are reported using the 2014 CIM Definition Standards and were estimated in accordance with the CIM 2019 Best Practices Guidelines.
3) Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
4) The Mineral Resource has been confined by a "reasonable prospects of eventual economic extraction" pit using the following assumptions:
    a. Cu price of US$4.00/lb, Mo price of US$15.00/lb, Au price of US$1,800/oz, Ag price of US$23/oz at an exchange rate of 0.77 US$ per C$;
    b. 96.5% payable for Cu, 90.0% payable for Ag and Au, 99.0% payable for Mo, 1% unit deduction for Cu and Mo, Cu concentrate smelting of US$75/dmt, US$0.08/lb Cu refining, US$1.30/lb Mo refining, transport and offsite costs of US$100/wmt and US$130/wmt for Cu and Mo concentrates respectively, a 1.0 % NSR royalty, and uses average recoveries for Cu, Mo, Ag, and Au of 82%, 70%, 66% and 55% respectively in the supergene & leach cap and of 80%, 78%, 64% and 55% respectively in the hypogene;
    c. Mining costs of C$2.50/tonne mineralized material, C$2.50/tonne waste;
    d. Processing, G&A and tailings management Costs of C$8.50/tonne; and
    e. Pit slopes of 45 degrees.
5) Numbers may not add due to rounding.

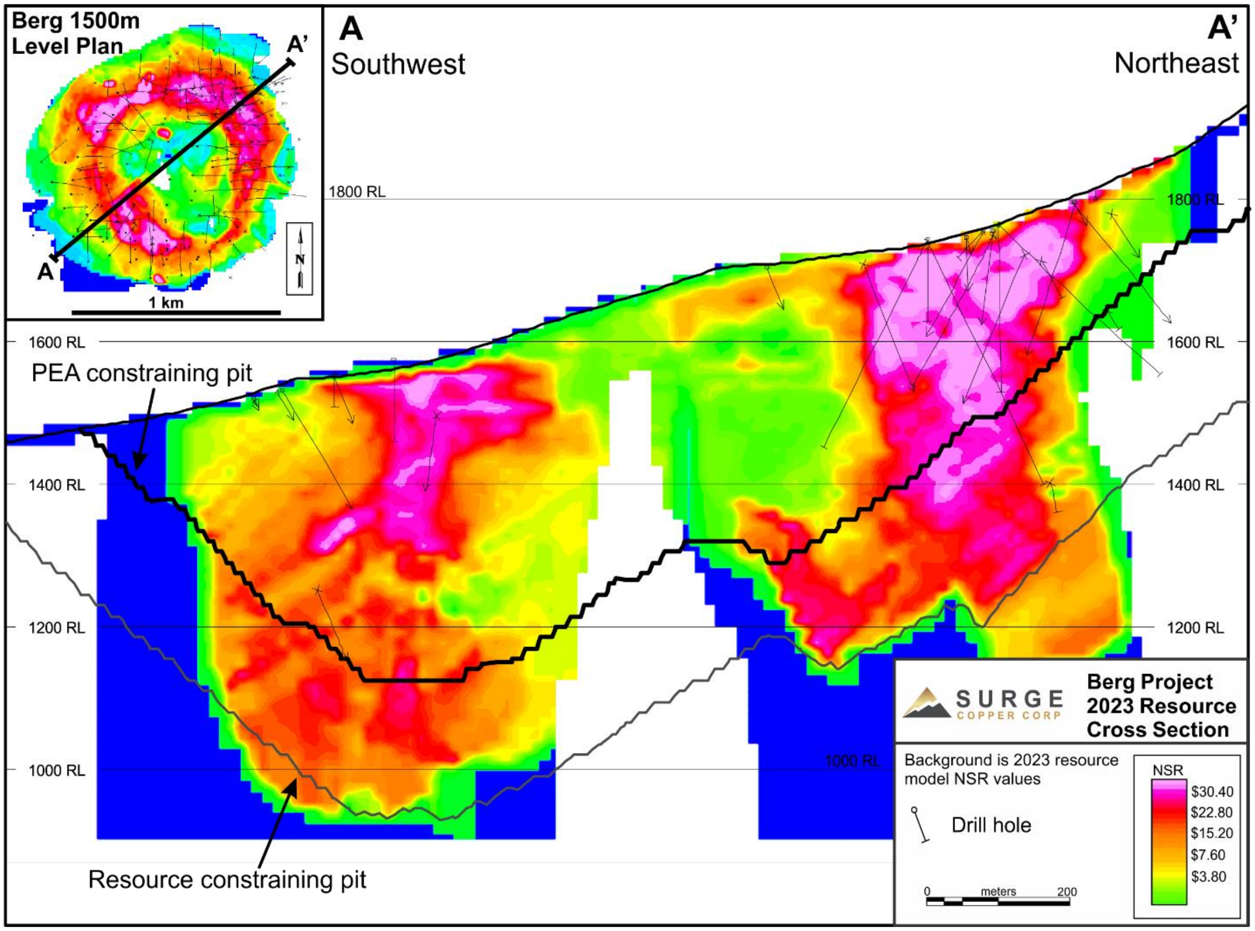



**Figure 4. Berg Resource Cross Section Showing Resource Pit and Mineable Inventory Pit**

2023 Berg Exploration

From June to September 2023 an exploration program was conducted on the Berg and Ootsa properties. The program focused on low-cost surface exploration work including soil and rock sampling, mapping, and prospecting, to follow up on multiple new targets identified during the 2022 program. During the program over 3,100 soil and 30 rock samples were collected from across the Berg and Ootsa properties along with mapping over select target areas. Three relatively deep drill holes for a total of 2,077 metres of drilling were completed at the Berg deposit. The drill program was designed to learn more about the deep characteristics of the deposit while also providing fresh material for metallurgical test work and converting Inferred resources to Measured and Indicated in areas of low drill density.

**Ootsa Property, British Columbia**

The Company owns a 100% interest in the Ootsa Property, located in central British Columbia, comprised of 140 mineral claims totalling 90,701.3 hectares. All the Ootsa claims apart from 2 have had sufficient exploration work completed to remain valid until mid-2029. Beyond claims acquired by staking, material transactions and royalty obligations in respect to this property are:

- Fourteen claims totalling 574.6 hectares, known as the Ox claims, are subject to a 2% Net Smelter Returns (“NSR”) royalty. The purchase agreement with the vendor entitles the Company to purchase 50% of the 2% NSR royalty at any time for $500,000, and to purchase the remaining 1% NSR royalty at any time for an additional $1,000,000.

- Five claims totalling 3,450.4 hectares, known as the Seel claims, are subject to a 1% NSR royalty. The purchase agreement with the vendor entitles the Company to purchase 50% of this 1% NSR royalty any time for $1,000,000.

- Two claims totalling 383.4 hectares, known as the Swing claims (the Captain Mine), are subject to a 2% NSR royalty. The purchase agreement with the vendor entitles the Company to purchase 50% of the 2% NSR royalty at any time for $500,000 or the Company may purchase the entire 2% NSR royalty at any time for $1,000,000.

- One claim totalling 211.3 hectares, known as the Troitsa Peak claim, is subject to a 1% NSR royalty. The purchase agreement with the vendor entitles the Company to purchase 50% of the 1% NSR royalty at any time for $500,000.

- One claim totalling 76.4 hectares adjacent to the Company's Berg Property, is subject to a 2.5% NSR royalty. The purchase agreement with the vendor entitles the Company to purchase 60% of the 2.5% NSR royalty (i.e. 1.5%) at any time for $1,500,000.

- Two claims totalling 1,568.23 hectares adjacent to the Company's Berg/Ootsa property, are subject to a 2% NSR royalty. The purchase agreement with the vendor entitles the Company to purchase 50% of the 2% NSR royalty at any time for $1,500,000 and the remaining 1% NSR royalty at any time for an additional $2,000,000.

- Two claims totalling 572 hectares, known as the Sylvia claims, are subject to a 2% NSR royalty. The purchase agreement with the vendor entitles the Company to purchase 50% of the 1% NSR royalty at any time for $1,000,000.

**Background Summary of Exploration Activities**

From 2004 to 2022, the Company has conducted extensive exploration on the Ootsa Property, in particular around the Seel and Ox deposits. In total, the Company has drilled 179,758 metres of core in 485 holes, conducted metallurgical testing, completed numerous ground based and airborne geophysical surveys, and collected and assembled a database containing 10,323 soil samples. NI 43-101 compliant resources containing porphyry style Cu-Au-Mo-Ag mineralization have been delineated at the Seel and Ox deposits, and numerous exploration targets have been identified.

Between October 2020 and October 2021, the Company undertook a large-scale drill campaign focused around the Seel deposit system. The drill program was focused on both expanding and infilling the main mineralized zones at the Seel deposit (including West Seel, East Seel, and the Seel Breccia Zone), as well as testing certain exploration targets proximal to the main deposits. In total, 45,010 metres of core were drilled over 97 holes. The program delivered numerous high quality drill intercepts, characterized by long, multi-hundred metre zones of continuous mineralization, in addition to some narrower, higher-grade intercepts from the near-surface Seel Breccia Zone, which was significantly expanded through the drill program. A table containing selected highlights from the 2020-2021 drill program is below. Of note, hole S20-219 represents the longest mineralized interval drilled on the Ootsa Property to date.

| Drill Hole | Deposit | From (m) | To (m) | Width (m)* | Cu % | Mo % | Au g/t | Ag g/t |
|---|---|---|---|---|---|---|---|---|
| S20-218 | East Seel | 64 | 190 | 126 | 0.43 | 0.000 | 0.50 | 2.0 |
| S20-219 | West Seel | 15 | 1,028 | 1,013 | 0.20 | 0.025 | 0.13 | 2.9 |
| including | West Seel | 436 | 546 | 110 | 0.33 | 0.061 | 0.20 | 4.8 |
| S21-228 | West Seel | 210 | 795 EOH | 585 | 0.25 | 0.023 | 0.25 | 2.2 |
| including | West Seel | 272 | 436 | 164 | 0.29 | 0.029 | 0.30 | 2.9 |
| S21-235 | West Seel | 380 | 886 | 506 | 0.20 | 0.030 | 0.11 | 2.2 |
| S21-242 | West Seel | 458 | 717 EOH | 259 | 0.23 | 0.027 | 0.29 | 2.3 |
| S21-243 | West Seel | 274 | 706 | 432 | 0.29 | 0.035 | 0.20 | 3.0 |
| including | West Seel | 522 | 624 | 102 | 0.39 | 0.049 | 0.25 | 3.4 |
| S21-250 | West Seel | 440 | 804 | 364 | 0.24 | 0.036 | 0.19 | 2.3 |
| including | West Seel | 574 | 666 | 92 | 0.38 | 0.046 | 0.35 | 3.9 |
| S21-265 | West Seel | 342 | 744 EOH | 402 | 0.25 | 0.025 | 0.16 | 2.7 |
| S21-266 | West Seel | 198 | 693 EOH | 495 | 0.25 | 0.021 | 0.21 | 3.4 |
| including | West Seel | 382 | 508 | 126 | 0.34 | 0.034 | 0.39 | 4.6 |
| S21-268 | West Seel | 20 | 290 | 270 | 0.24 | 0.014 | 0.14 | 5.5 |
| S21-280 | Seel Breccia | 3 | 26 | 23 | 0.84 | 0.000 | 0.11 | 19.9 |
| including | Seel Breccia | 12 | 24 | 12 | 1.23 | 0.000 | 0.18 | 20.5 |
| S21-281 | Seel Breccia | 24 | 70 | 46 | 1.24 | 0.000 | 0.12 | 34.0 |
| including | Seel Breccia | 38 | 66 | 28 | 1.50 | 0.000 | 0.10 | 40.7 |
| including | Seel Breccia | 38 | 48 | 10 | 2.66 | 0.000 | 0.21 | 73.1 |
| S21-294 | Seel Breccia | 18 | 60 | 42 | 0.62 | 0.000 | 0.09 | 16.9 |
| including | Seel Breccia | 20 | 40 | 20 | 1.17 | 0.000 | 0.16 | 32.1 |
| S21-295 | Seel Breccia | 8 | 60 | 52 | 0.51 | 0.000 | 0.04 | 15.1 |
| including | Seel Breccia | 10 | 30 | 20 | 1.09 | 0.000 | 0.10 | 33.1 |
| S21-296 | Seel Breccia | 18 | 54 | 36 | 0.62 | 0.000 | 0.04 | 16.5 |
| including | Seel Breccia | 24 | 42 | 18 | 0.78 | 0.000 | 0.03 | 20.9 |

*Width refers to drill hole intercepts, true widths have not been determined.

During June and July 2021, the Company commissioned an airborne Z-Axis Tipper Electromagnetic (“ZTEM”) survey over the majority of the combined Ootsa and Berg properties. The objectives of the survey were to collect geophysical data to assist in mapping subsurface structures, alteration, and lithologies over large areas and to significant depths, aiding in advancing known exploration targets and generating new exploration targets. The final results from this survey were announced on April 12, 2022. The ZTEM survey successfully imaged the known deposits at Berg, Seel, and Ox, providing clear and coherent geophysical signatures at the deposit scale, within much larger regional scale geophysical features. The survey also successfully captured numerous similar signatures elsewhere in the district, some of which are associated with known exploration targets, and some that are new and have had no prior exploration work performed.

From June to August, 2022 the Company completed 10,545 metres of core drilling over 28 holes focused on exploration targets proximal to the Seel and Ox deposits, with a total of 21 holes targeting the Breccia Zone East area, and the remaining 7 holes testing exploration targets, including the West Ox, Midway, Blackjack, East Blackjack, and Placer North targets. In addition, four induced polarization geophysical lines were run over 3 exploration targets at Ootsa and over 4,000 soil samples and 500 rock samples were taken across the Ootsa and Berg properties to further advance new targets.

The program resulted in 3 new important discoveries at the Ootsa project at the Breccia East, Cu-Au, and Blackjack zones. The Seel Breccia East zone sits immediately east of the East Seel deposit and 21 holes drilled in 2022 have defined a breccia hosted zone up to 240 metres long, by 200 metres wide, and extending to 150 meters depth, hosting zinc, lead, copper, silver and gold. Hole S22-319 from the zone intersected 138 metres grading 0.94% zinc, 8.1 g/t silver, 0.07 g/t gold from 98 metres downhole, including 36 metres grading 1.49% zinc, 14 g/t silver, 0.14 g/t gold and 0.11% copper. The Company discovered a new zone of copper-gold porphyry style mineralization termed the Cu-Au zone located immediately north of the new Seel Breccia East Zone, where hole S22-330 intersected 100 metres grading 0.23% copper and 0.19 g/t gold from 40 metres downhole. Geophysical data show a 200 by 400 metre conductive and chargeable feature immediately north of hole S22-330 that is considered prospective to host copper-gold porphyry-style mineralization and has not been drill tested previously. Hole BJ22-01 at the Blackjack Target tested a large ZTEM geophysical anomaly and discovered a high-grade silver vein with a large halo of disseminated silver returning 1430 g/t silver over 2 metres within 66 metres grading 71.3 g/t silver. Blackjack represents a multi kilometre scale highly altered intrusive centre that is highly prospective for precious metal mineralization and wide open for further expansion and discovery.

**Summary of Assay Results for Selected Holes from the Breccia East zone**

| **Drill Hole** | **From (m)** | **To (m)** | **Width (m)[1]** | **Ag g/t** | **Au g/t** | **Zn %** | **Cu %** | **Pb %** |
|---|---|---|---|---|---|---|---|---|
| S22-319 | 98 | 236 | **138** | **8.1** | 0.07 | **0.94** | 0.06 | 0.08 |
| including | 98 | 134 | 36 | **14.0** | 0.14 | **1.49** | 0.11 | 0.08 |
| S22-323 | 92.8 | 206 | 113.2 | **9.3** | 0.09 | **0.82** | 0.07 | 0.10 |
| including | 106 | 136 | 30 | **19.9** | 0.17 | **1.37** | 0.16 | 0.15 |
| S22-326 | 148 | 196 | 48 | 18.4 | 0.26 | 0.74 | 0.05 | 0.57 |
| S22-329 | 88 | 202 | 114 | 3.2 | 0.06 | 0.68 | 0.02 | 0.02 |
| including | 88 | 110 | 22 | 5.1 | 0.08 | 1.11 | 0.03 | 0.03 |
| S22-329 | 292 | 308 | 16 | 6.9 | 0.21 | 1.00 | 0.04 | 0.04 |
| S22-335 | 156 | 260 | **104** | **8.7** | **0.17** | **0.73** | **0.10** | **0.07** |
| including | 188 | 238 | **50** | **8.4** | **0.26** | **1.02** | **0.07** | **0.06** |

1. Width refers to drill hole intercepts; true widths have not been determined.

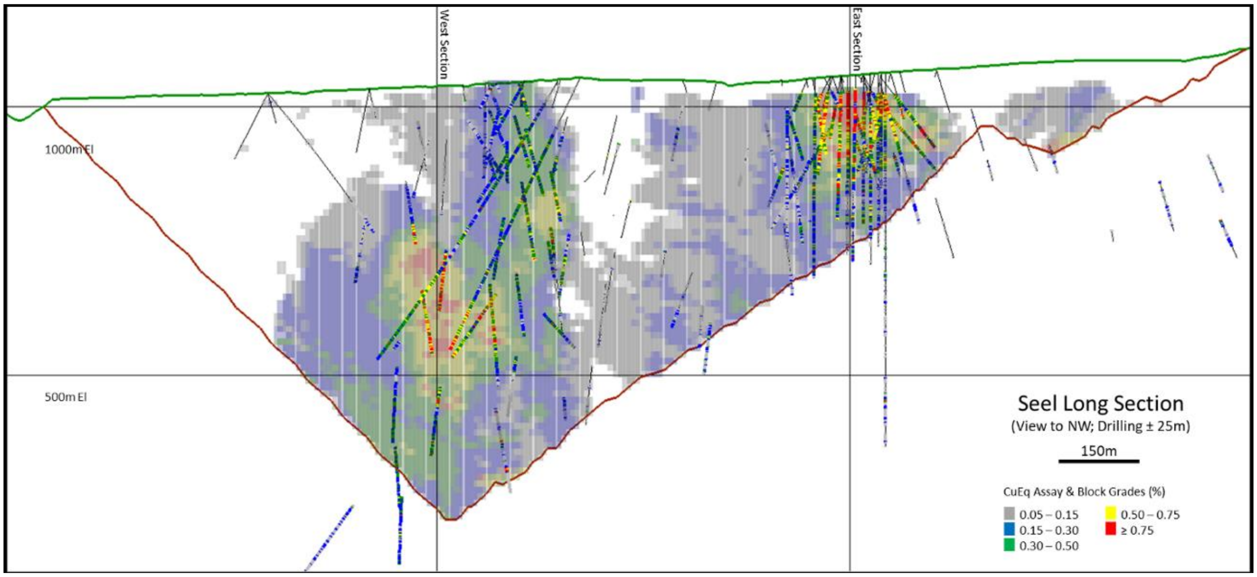
**Ootsa Property 2022 Mineral Resource**

On June 21, 2022, the Company announced an updated NI43-101 resource estimate for the Ootsa Property containing 439 million tonnes in the Measured and Indicated categories grading 0.18% copper, 0.017% molybdenum, 0.12 g/t gold, and 2.1 g/t silver, as summarized in the table below. The resource estimate comprised pit-constrained resources at both the Seel and Ox deposits and was based on a total drill hole database of 151,876 metres, including all the drilling completed during the 2020-2021 drill program described above. The resource estimate combined multiple zones at the Seel deposit into a single pit-constrained volume, highlighting the overall size of the mineral endowment as well as the presence of near-surface, higher-grade subsets of the resource, as highlighted in the figures below.

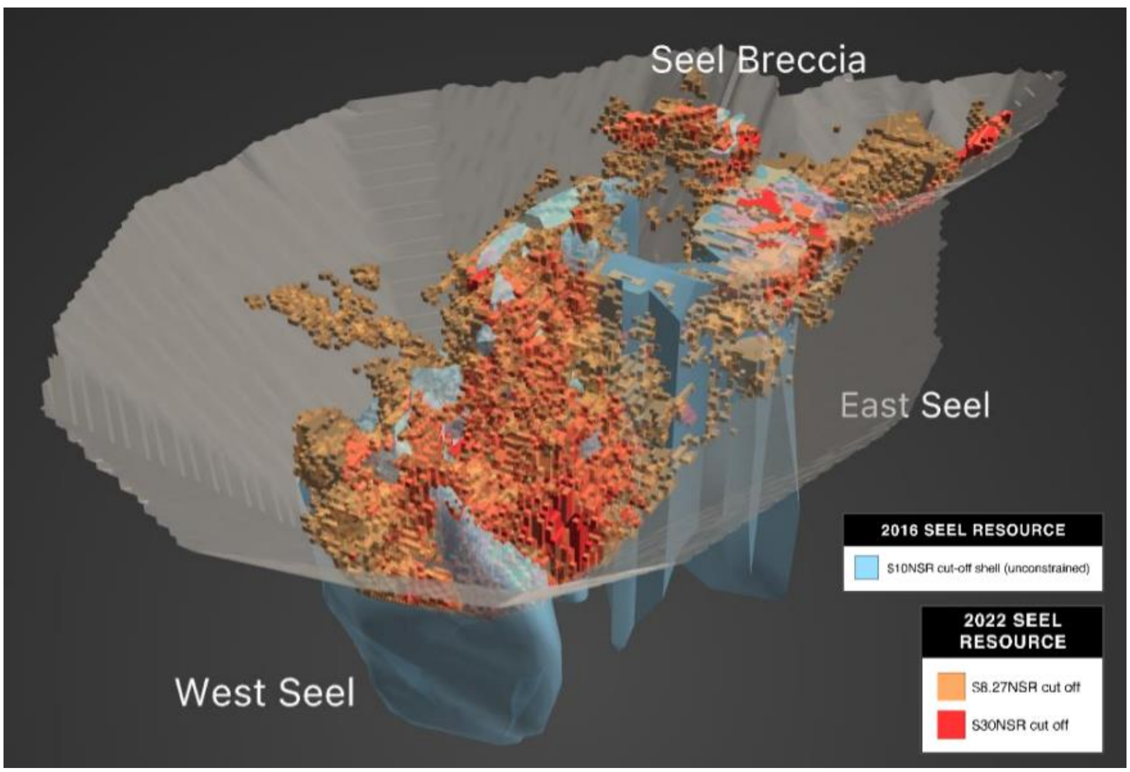
Ootsa Mineral Resource Estimate by Classification at Base Case NSR Cut-off of $8.27/t

| C$8.27/t NSR Cut-off | Tonnage | Grade | | | | Gross Contained Metal | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | Cu | Mo | Au | Ag | Cu | Mo | Au | Ag |
| | (Mt) | (%) | (%) | (g/t) | (g/t) | (Mlbs) | (Mlbs) | (Moz) | (Moz) |
| *Seel* | | | | | | | | | |
| Measured | 103.7 | 0.19 | 0.014 | 0.15 | 2.6 | 440 | 32 | 0.5 | 8.7 |
| Indicated | 276.1 | 0.16 | 0.017 | 0.12 | 2.0 | 974 | 105 | 1.1 | 18.2 |
| **Total M+I** | **379.8** | **0.17** | **0.016** | **0.13** | **2.2** | **1,414** | **137** | **1.6** | **26.9** |
| Inferred | 135.4 | 0.15 | 0.015 | 0.10 | 2.0 | 455 | 45 | 0.4 | 8.8 |
| *Ox* | | | | | | | | | |
| Measured | 30.1 | 0.24 | 0.026 | 0.04 | 1.4 | 157 | 17 | 0.0 | 1.4 |
| Indicated | 28.7 | 0.19 | 0.020 | 0.03 | 1.3 | 122 | 12 | 0.0 | 1.2 |
| **Total M+I** | **58.8** | **0.22** | **0.023** | **0.03** | **1.4** | **280** | **29** | **0.1** | **2.6** |
| Inferred | 2.4 | 0.13 | 0.011 | 0.03 | 1.1 | 7 | 1 | 0.0 | 0.1 |
| *Total* | | | | | | | | | |
| Measured | 133.8 | 0.20 | 0.017 | 0.13 | 2.4 | 597 | 49 | 0.5 | 10.1 |
| Indicated | 304.8 | 0.16 | 0.018 | 0.11 | 2.0 | 1,097 | 118 | 1.1 | 19.4 |
| **Total M+I** | **438.6** | **0.18** | **0.017** | **0.12** | **2.1** | **1,694** | **167** | **1.6** | **29.5** |
| Inferred | 137.7 | 0.15 | 0.015 | 0.10 | 2.0 | 462 | 46 | 0.4 | 8.9 |

Notes:
1) Economic viability can only be assessed through the completion of engineering studies defining reserves including PFS and FS. Resource classification adheres to CIM Definition Standards; it cannot be assumed that all or any part of Inferred Mineral Resources will be upgraded to Indicated or Measured as a result of continued exploration.
2) A C$8.27 per tonne NSR cut-off value was used as the base case for reporting mineral resources that have reasonable prospects for eventual economic extraction. The NSR cut-off was derived from US$ metal prices of US$3.85/lb Cu, US$12.40/lb Mo, US$1,750/oz Au, and US$22.00/oz Ag, and a USDCAD exchange rate of 0.77. Process recoveries used were 90% Cu, 70% Au, 70% Mo, and 65% Ag with respective smelter payables of 96%, 90%, 98.5%, and 96%. Refining charges in US$ were US$0.05/lb Cu, US$5/oz Au, and US$0.50/oz Ag. A generated pit shell using Whittle (3DS Geovia) was used to report resources. The generation of the pit shell considered 45-degree slope angles, C$ operating costs of C$2.34/t for mining and C$8.11/t for processing, G&A, and ore mining premium with a 2% ore dilution rate.
3) Grades were estimated using ordinary kriging using capped assays composited to two-metre intervals, with estimation block sizes of 12x12x12 for both Seel and Ox.
4) The total waste tonnes within the Seel constraining pit are 1,443.4 Mt implying a strip ratio of 2.8 : 1, and the total waste tonnes within the Ox constraining pit are 65.6 Mt implying a strip ratio of 1.1 : 1.
5) Mineral resources that are not mineral reserves do not have demonstrated economic viability.
6) The Qualified Person for the Mineral Resource Estimate is James N. Gray, P.Geo, of Advantage Geoservices Ltd.
7) All figures are rounded to reflect the relative accuracy of the estimate.
8) The effective date of the mineral resource estimate is February 18, 2022.




**Long section looking NW through the Seel deposit showing constraining pit outline, drill traces, and block model.**




**Visualization of 2022 Ootsa resource estimate block model, in comparison to modeled mineralized zones (unconstrained) from prior resource.**

**Auro Claims, British Columbia**

The Company owns a 2% net smelter return royalty on the Auro claim block, a 22,591-hectare claim block which forms part of the Blackwater property, which is owned by Artemis Gold Inc.

## Financial Condition, Results of Operations and Cash Flows

The Company's working capital as at September 30, 2023 was $575,107 (March 31, 2023 – $1,719,547).

### Selected Quarterly Information

The following table provides selected financial information of the Company for each of the last eight quarters:

| Basis of presentation | IFRS | IFRS | IFRS | IFRS | IFRS | IFRS | IFRS | IFRS |
|---|---|---|---|---|---|---|---|---|
| Quarter ended: | Sep 30-2023 | Jun 30-2023 | Mar 31-2023 | Dec 31-2022 | Sep 30-2022 | Jun 30-2022 | Mar 31-2022 | Dec 31-2021 |
| Income (loss) | (86,887) | (319,923) | (2,438,051) | (157,290) | 601,222 | ($118,295) | ($4,313,982) | 873,199 |
| Income (loss) per share: basic | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | ($0.00) | ($0.03) | ($0.00) |
| Weighted average of shares issued | 195,904,980 | 195,137,976 | 186,271,863 | 169,760,336 | 169,499,856 | 168,425,199 | 166,717,781 | 165,866,004 |
| Total assets | $50,071,290 | $50,505,623 | $50,350,510 | $47,047,040 | $47,567,245 | $47,979,021 | $47,280,565 | $47,572,547 |
| Long-term liabilities, excluding deferred income tax liability | $68,784 | $74,575 | $80,367 | $99,763 | $99,763 | $105,033 | $105,033 | $Nil |

General and Administrative Expenses – 3 month period

During the three months ended September 30, 2023 the Company's administrative expenditures were $567,809 (2022 – $358,580) and included management costs of $143,887 (2022 - $138,045), share-based payments of $324,153 (2022 – $101,119), professional fees of $1,000 (2022 – $4,500), marketing and conferences costs of $29,744 (2022 - $21,588), Shareholder communications costs of $1,395 (2022 - $11,891), office costs of $16,112 (2022 - $25,976), travel and promotion costs of $11,373 (2022 – $14,858) and consulting fees of $10,000 (2022 - $23,000). All comparative amounts refer to the three months ended September 30, 2022.

## Liquidity and Capital Resources

As an exploration stage company, the Company's liquidity position decreases as mineral exploration and evaluation expenditures plus administrative expenses are incurred. To mitigate this liquidity risk, the Company budgets both exploration and administrative expenditures and closely monitors its liquidity position. The Company's cash position as at September 30, 2023 was $781,793 (March 31, 2023- $2,821,995).

During the year ended March 31, 2023, a total of 2,533,386 share purchase warrants were exercised for gross proceeds of $326,426.

On January 31, 2023, the Company completed a non-brokered private placement for total gross proceeds of $3,881,625 consisting of (i) 11,539,000 units (the "Units") sold at a price of $0.13 per Unit and (ii) 11,077,000 charity flow-through units (the "Charity FT Units") sold at a price of $0.215. Each Unit consisted of one common share and one-half of one transferable common share purchase warrant (each whole such common share purchase warrant, a "Warrant"). Each Charity FT Unit consisted of one charity flow-through common share and one-half of one Warrant. Each Warrant shall be exercisable into one additional common share for a period of twelve months at an exercise price of $0.20 per Warrant. The Company paid cash finder's fees totaling $46,260.

As at September 30, 2023, 1,876,833 share purchase warrants were exercised for gross proceeds of $168,915.

**Share Data**

Additional equity issuances not for cash proceeds which occurred during the current period and any subsequent events are detailed below in chronological order.

On February 15, 2023, the Company has settled 639,947 RSU's and 310,128 DSU's in the issuance of shares valued at $118,759.

As at November 9, 2023, the Company had 197,968,785 common shares issued and outstanding, 5,500,000 options, 8,043,609 RSU's, 5,411,132 DSU's issued and outstanding and 11,308,000 share purchase warrants issued and outstanding.

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements and does not contemplate such arrangements in the foreseeable future. There are no contingent liabilities.

**Related Party Transactions**

The Company incurred the following transactions with companies controlled by directors of the Company:

| | For the six months ended September 30, | |
|---|---|---|
| | **2023** | **2022** |
| Key management personnel compensation comprised of: | | |
| Short term employee benefits: | | |
| Professional fees – administration | $ - | $ 5,400 |
| Management and administration | 283,682 | 284,043 |
| | $ 283,682 | $ 289,443 |
| Share-based payments | 647,903 | 201,127 |
| | $ 931,585 | $ 490,570 |

The above transactions, occurring in the normal course of operations, are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

## FINANCIAL INSTRUMENTS, MANAGEMENT OF CAPITAL AND FINANCIAL RISK

All financial instruments are included on the Company's balance sheet and measured at either fair value or amortized cost.

The Company's financial assets consist of cash and cash equivalents and amounts receivable, which are designated as loans and receivables and measured at amortized cost.

The Company's financial liabilities consist of accounts payable and accrued liabilities and due to related parties, which are designated as other financial liabilities and measured at amortized cost.

The carrying values of the Company's financial instruments measured at amortized costs approximate their fair values due to their short-term nature.

The capital of the Company consists of shareholders' equity - $45,314,741 (March 31, 2023 - $44,700,301).

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. There were no changes in the

Company's approach to capital management during the year.

The Company is not subject to any externally imposed capital requirements. The Company relies on capital markets to support continued growth.

## Critical Accounting Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

a) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

b) Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

c) Income Taxes

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same entity against which the unused tax losses can be utilized.

However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

The key estimates applied in the preparation of the consolidated financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

d) British Columbia Mining Exploration Tax Credit ("BCMETC") Claim

The completion of certain qualified exploration costs by the Company entitles it to refundable tax credits as part of an exploration incentive plan offered by the Province of British Columbia. No amount has been accrued for fiscal 2022 or fiscal 2023.

**New Standards, Interpretations and Amendments**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. These new standards, interpretations and amendments, which have not yet been applied are included in the Audited Consolidation Financial Statements for the year ended March 31, 2023.

**Disclosure Controls and Procedures**

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 audited consolidated financial statements and this accompanying interim MD&A (together the "Interim 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 respect to the Annual and Interim Filings on SEDAR+ at www.sedarplus.ca.

**Disclosure for Venture Issuers without Significant Revenue**

Consistent with other junior companies in the mineral exploration industry, the Company has no source of operating revenue. The Company's Financial Statements for the period ended September 30, 2023 provide a breakdown of the general and administrative expenses for the period under review and an analysis of the capitalized and expensed exploration and evaluation incurred on its mineral properties.

**Risks and Uncertainties**

Early Stage – Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required.

Although the Company has been successful in the past in obtaining financing though the sale of equity securities or joint ventures, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Exploration and Evaluation

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company will result in discoveries of commercial mineral reserves.

Mining and development risk always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of a natural occurring mineral deposit. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed.

Metal and prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors, beyond the control of the Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. 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 metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned.

Environmental Regulations, Permits and Licences

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact of the Company and cause increases in capital expenditures or productions costs or reduction in levels of productions at producing properties or requirements abandonment or delays in development of new mining properties.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.
The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Price Volatility of Public Stock

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on the TSX Venture Exchange may be affected by such volatility.

Economic Conditions

Unfavourable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.
Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

## Conflicts of Interest

The Company's directors and officers may serve as directors and officers, or may be associated with other reporting companies or have significant shareholding in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act ("Corporations Act") in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

## Approval

The Audit Committee has reviewed and approved the disclosure included in this MD&A. A copy of the interim and annual and MD&A's will be provided to anyone who requests it. Additional Information relating to the Company can be found at the Company's website www.surgecopper.com or www.sedarplus.ca**.**