

RICHMOND MINERALS INC.

AMENDED MANAGEMENT'S DISCUSSION & ANALYSIS

PERIODS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

NOTICE OF REFILING OF AMENDED MANAGEMENT'S DISCUSSION & ANALYSIS

These amended management's discussion & analysis replace and supercede the management's discussion & analysis previously filed on April 29, 2024.

The Company has identified errors related to the content in the report during the three months ended February 29, 2024.

These amended management's discussion & analysis replace and supercede the previously filed report, and have been changed to reflect the proper information.

RICHMOND MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED FEBRUARY 29, 2024
DATED MAY 24, 2024

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Management's Discussion & Analysis – Period Ended February 29, 2024

The following Management's Discussion and Analysis (MD&A) presents the results, financial position and cash flows of Richmond Minerals Inc. and should be read in conjunction with the Company's condensed interim consolidated financial statements and accompanying notes for the period ended February 29, 2024. In addition to containing an analysis of the period ended February 29, 2024, this MD&A reports on items deemed significant that occurred between February 29, 2024, and the date on which the MD&A is approved by the Company's Board of Directors, which is May 24, 2024, inclusively.

Additional information, including the Annual Information Form and certifications of filings for the Year Ended May 31, 2023, is available on the SEDAR website at www.sedarplus.ca. Unless otherwise indicated, all financial information presented in this document is in Canadian dollars.

Forward-looking statements and use of estimates

Any statement contained in this report that does not constitute a historical fact may be deemed a forward-looking statement. Verbs such as "believe," "foresee," "estimate" and other similar expressions, in addition to the negative form of these terms or any variations thereof, appearing in this report generally indicate forward-looking statements. These forward-looking statements do not provide guarantees as to the future performance of Richmond Minerals Inc. and are subject to risks, both known and unknown, as well as uncertainties that may cause the outlook, profitability, and actual results of Richmond Minerals Inc. to differ significantly from the profitability or future results stated or implied by these statements. Detailed information on risks and uncertainties is provided in the "Risk Factors" section of the MD&A.

In preparing consolidated financial statements in accordance with IFRS, management must exercise judgment when applying accounting policies and use assumptions and estimates that affect the amounts of the assets, liabilities, and expenses reported in these consolidated financial statements.

Because the use of assumptions and estimates is inherent to the financial reporting process, the actual results of items subject to assumptions and estimates could differ from original assumptions and estimates.

ITEM 1 - Overview

The Company's common shares are listed on the TSX Venture Exchange (the "Exchange") for trading under the symbol RMD. Currently, there are 28,358,880 common shares issued and outstanding. Richmond's main focus presently is the exploration of the Ridley Lake Property located in the Swayze Greenstone Belt in north central Ontario.

On December 11, 2020, the Company announced that Phase IV diamond drilling resumed at the Company's Ridley Lake Gold Project located in the heart of the Swayze Greenstone Belt area of Northern Ontario, approximately 35 km east of Newmont Goldcorp's Borden Gold Project. Richmond is planning on drilling up to 3,000 m in this phase of drilling to test Aguara West Extension IP targets identified during winter 2018 geophysical surveying.

On April 14, 2021, Richmond announced that it acquired 6 boundary claims located in Huffman Township (the "Huffman Property") within the Swayze Greenstone Belt area approximately 130 km southwest of Timmins, Ontario. The Huffman Property lies within and is contiguous with the Cote Gold JV Project currently owned and operated by IAMGOLD (70%) and Sumitomo Metal Mining Company (30%). Located 7 km east of and on strike with the historical Jerome Gold Mine, Richmond's Huffman Property contains a prospective contact zone between a quartz feldspar porphyry intrusive unit and Temiskaming-Type clastic metasedimentary rocks. Leased mining claims previously occupied the Huffman Property claim area and consequently there are no historical reports of exploration work. Under the terms of the acquisition agreement, Richmond paid \$15,000 cash and issued 100,000 common shares to the vendor of the Huffman Claims. The vendor will also retain a 0.5% net smelter return. Final approval of the acquisition is subject to the review and approval of the TSX Venture Exchange.

Management's Discussion & Analysis – Period Ended February 29, 2024

On April 14, 2021, the company also announced that Phase IV diamond drilling at the Ridley Lake gold project concluded at the beginning of February and consisted of drilling six holes totaling 2,227 m that tested for Aguara Zone western extensions of gold mineralization. Assay results were announced on May 6, 2021, and are provided in the next section.

On April 7, 2022: the Company announced the purchase of 10 exploration properties totaling 554 exploration licenses in the Carinthia and Salzburg areas of Austria, Europe. Including the licenses of Richmond's Oberzeiring Project, the Company now holds a total 653 exploration licenses covering approximately 300 km² within the mining districts of Central Europe. Richmond's portfolio now includes Pb-Zn, Ag and Au as well as Ni-Co-Cu exploration prospects. Under the terms of the agreement, Richmond made a one-time cash payment of \$30,000 (Australian) to the vendor, High Grade Metals Ltd. ("HGM") to acquire a 100% interest in the licenses.

On September 19, 2022 Richmond announced the acquisition (through map staking) of 245 exploration licenses ("Freischürfe") covering an area of 114.6 km² in total. The licenses cover ground that is considered prospective for lithium occurrences in Styria mining district of Austria. The licenses are grouped into three separate properties (collectively referred to as the "Lithium Group" of properties) designated as the Wildbachgraben Project consisting of 32 licenses covering 14.9 km²; the Klementkogel Project consisting of 22 licenses covering 10.5 km²; and the Bretstein Project consisting of 191 licenses covering 89.2 km². Subsequently, Richmond sold all the rights, title and interest in these exploration licences for the consideration of \$250,000 Australian, 2,000,000 fully paid ordinary shares of European Lithium Limited ("EUR") and 2,000,000 unlisted options of EUR exercisable at \$0.12 each which expire 3 years from the date of issue. The Company recorded a gain of \$643,736 during the period for this transaction.

Additionally, 219 exploration licenses covering an area of 107.1 km² were acquired in Lower Austria. These licenses are located within the Variegated Series of the Moldanubian Zone and are prospective for and have recorded historical production of graphite. Specifically, the licenses are grouped into eight separate properties (collectively referred to as the "Graphite Group") near the hamlets/villages of Fürholz, Hengstberg, Mühldorf, Wurschenaigen, St. Marein, Ranzels, Zettlitz, and Rabesreith. After the acquisition of these properties Richmond is now one of the largest exploration license holders in Austria targeting Au, Ag, Co, Cu, Li, Ni, Pb, Sb, Zn, W, and graphite.

On July 6, 2023 the Company closed the transaction between 2743718 Ontario Inc. (**Ontario**), a subsidiary of Richmond Minerals Inc., and European Lithium Limited ("European Lithium") (ASX: **EUR**, FRA: PF8, OTC: EULIF) pursuant to which European Lithium acquired, and Ontario sold, 100% of the rights, title and interest in the Bretstein-Lachtal Project, Klementkogel Project and the Wildbachgraben Project (the "Li Projects"). The material terms of the Acquisition are as follows:

Consideration: European Lithium paid or issued to Richmond the following:

- \$250,000 in cash (Australian \$),
- 2,000,000 fully paid ordinary shares of EUR at a deemed issue price of \$0.07 per share to be issued out of the EUR's current 15% placement capacity pursuant to Listing Rule 7.1, and
- 2,000,000 unlisted options (\$0.12 each which expire 3 years from the date of issue).

On July 10, 2023 Richmond announced the acquisition of nine (9) mineral exploration claims in the Rollo Township area (the "Claims") of north central Ontario. The Claims are contiguous with Richmond's Ridley Lake Property. Richmond issued 150,000 of its Treasury shares to the Vendor (an arm's length party), to acquire a 100% interest in the Claims. The Claims are not subject to a royalty agreement and are prospective for gold exploration.

Management's Discussion & Analysis – Period Ended February 29, 2024

On October 3, 2023 the Company filed articles of amendment to consolidate its existing issued and outstanding common shares on the basis of five pre-Consolidation Common Shares for one post-Consolidated Common Shares. After the consolidation the Company has 28,358,880 Common Shares issued and outstanding.

On March 20, 2024 Richmond announced the closing of a non-brokered private placement of common shares at a price of \$0.05 per share, for gross proceeds of up to \$340,000 (the "Private Placement"). Two of the subscribers in the Private Placement are related parties of the Company. The Company completed the Private Placement and issued a total of 6,800,000 common shares at a price of \$0.05 per share. As a result of the Private Placement, KNP Group Inc., a company controlled by the family of Phillip Chong, the CFO of the Company, has become a new insider of the Company. KNP Group Inc. acquired 4,000,000 common shares in the capital of the Company, representing approximately 11% of the issued and outstanding shares of the Company. Prior to the completion of the Private Placement KNP Group Inc. did not hold any common shares of the Company. The Company also completed a share for debt transaction with two related parties of the Company settling an aggregate debt of \$52,725.35. The Company issued a total of 1,054,507 common shares to satisfy such debts at a deemed price per share of \$0.05 (the "Share for Debt Transaction"). The creditors include Franz Kozich, the CEO and a director of the Company, and a company affiliated with Thomas Unterweissacher, a director of the Company, each of whom is a related party to the Company.

The 99 exploration licenses near the village of Oberzeiring expired on 31st December 2023. The licenses had been acquired from Silbermine Zeiring GmbH on March 12 2020. A number of unpredictably burdensome circumstances arose relating to this project and the company decided to halt exploration activities and focus on its more promising Canadian projects. The Company plans to phase out all Austrian projects in the coming months

Details of the Ridley project are provided in the following section.

Exploration Properties

Oberzeiring Polymetallic Property

The Oberzeiring Polymetallic Property covers an area of more than 3,000 hectares and is located near the town of Oberzeiring in the province of Styria, approximately 80 kilometers north of Graz, Austria.

As described by the Governor of Styria in the Styrian People Party 750 year Oberzeiring anniversary newsletter (2018), historically the Mine was one of the largest silver producers in the eastern Alps region of Europe. It produced mainly silver and lead but also has reportedly produced ores rich in gold, copper and zinc, iron sulfides (pyrite, marcasite) and iron carbonates (siderite, ankerite), and barite (in the 1950's). Oberzeiring was once a flourishing and very active production center for these metals/minerals, and the town had its own mining legislation and court with the rare privilege to mint silver coins. Oberzeiring has been referred to as the "Mother of Vienna" as the Habsburg Emperors used profits generated through mining operations here to help build the city of Vienna, capital of Austria.

The poly-metallic deposit within the Mine claim area geologically is part of the "Austro-Alpine Crystalline Complex". It is a nappe originating from Alpine orogenic processes that extends from Graz, Capital of Styria, westward over several hundred kilometers. The main host lithologies are ortho- and para-gneiss, micaschist and amphibolite. The age of these host rocks' range from early to late Paleozoic. Structurally two main tectonic NNW to NE – SSE to SE striking deep-seated structures are present in the region that include the Pölstal (Valley) Graben Fault and the Lavanttal Fault system. The Lavanttal Fault has more or less the same strike direction as the Pölstal Fault and is located about 25 – 30 kilometers further west. The length of both fault systems along strike is between 100 and 150 kilometers and both are instrumental to ore formation at Oberzeiring. These

structural features serve as prime conduits for metasomatic to hydrothermal injections of metal-bearing solutions into local massive marble host rocks.

In the 1960s, the Technical University of Vienna undertook sampling of vein material throughout the historic Mine workings. Sampled vein material mineralized with galena at the Mine's West Field underground workings yielded silver values ranging between 850 and 1,250 g/t. Samples of vein material mineralized with galena from the Middle Field underground workings yielded silver values ranging from 832 g/t to 956 g/t silver and 5 g/t gold. In connection with the mining of barite at the Mine in the 1950s, a sample from the East Field workings returned 114 g/t gold and 1,106 g/t silver. A sample of markasite taken in "Klingerbau/Gamsbergzeche" yielded 80 g/t gold, the analysis done by affineur ÖGUSSA in the year 1963.

It has been estimated that the various adit systems within the Mine workings have total length in excess of 25 kilometers (The West Field, The Middle Field, North-East Field, and Zeiring Mining Areas). These adit systems were dug to a shallow vertical depth of 100 meters or less due to historic limitations of mining below the local water table. Flooding of mine workings in the early 1360's caused mining activities to cease and attempts over the last few centuries to de-water the Mine have proved unsuccessful due to the inadequate technology available during that time. Consequently, exploration for ore reserves below 100 meters vertical depth has never been fully investigated at the Mine.

Outside of the Mine workings, in excess of one hundred local artisanal gold and silver mines are found within the claim area over a strike length of more than 5 kilometers. Production from these artisanal mines is reportedly high in concentrations of Au-Ag-Sb-Cu-Zn-Pb-Fe-Barite, and rare elements Ge-Ga and In. In the southern portion of the Mine claim area many of the artisanal mine workings appear to be associated with strong magnetic and Induced Polarization geophysical anomalies that were commissioned and completed by Silbermine between 2004 and 2005.

Verification sampling associated with the preparation of a technical report prepared in accordance with the disclosure standards of National Instrument 43-101 ("**NI 43-101**") of wallrock Mine material yielded values of 12 g/t to 384 g/t silver, 0.005 g/t to 6.4 g/t gold, 5.5 g/t to 988 g/t barium, 7.1 kg/t to 49.8 kg/t manganese, and 268 g/t to 3,400 g/t lead. Sample analysis was completed by Agat Laboratories ("Agat") of Mississauga, Ontario. Agat is independent from Richmond and is certified to the ISO 9001:2015 laboratory standard. Mine samples were analyzed using acid digest with ICP-OES finish or fire assay, or Sodium Peroxide Fusion with ICP-OES/ICP – MS finish. Agat employs a program of internal control checks for QA/QC purposes that includes analysis and statistical review of sample replicates and method blanks. The completed NI 43-101 technical report prepared by Vadim Galkine, PhD will be filed on closing of the Transaction and made available for download on the Company's SEDAR profile at www.sedarplus.ca, as well as the Company's website.

The district as a whole has never been the subject of any modern exploration work or any comprehensive diamond drilling programs. Richmond plans an exploration program starting in the early spring 2020. The program will include structural & geochemical analyses, geophysical surveying followed by diamond drilling of identified targets.

On July 27, 2020, Richmond announced that the field campaign at the Oberzeiring project had commenced. The initial 2020 exploration approach includes mapping and sampling of ancient artisanal mining and tailings sites found throughout the Project area. Twenty rock grab samples from several artisanal mine galleries and neighbouring tailings sites were collected in June 2020 and sent to ALS Laboratories in Ireland for analysis using multi-Element Ultra Trace (ME-MS61). A sample with more than 1% lead was analysed with the Pb-OG62 method. Selected highlight results are reported as follows (in g/t):

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ID	Silver	Gold	Barium	Zinc	Copper	Cobalt	Manganese	Lead	Antimony
6001	7.95	0.01	1490	375	11.9	12.2	62	275	338
6002	2.04	10.5	210	198	5610	381	183	15	60.4
6003	1.03	2.21	240	169	1730	97.6	130	36.9	123.5
6006	1.51	1.17	370	91	1240	31.5	28	49.9	141.5
8001	1.94	3.68	220	<2	1520	116.0	33	7.2	188
8002	1.14	2.54	160	<2	1480	461	103	17.5	177
8005	4.65	0.01	20	19	45.8	1.4	259	142	12.7
8006	19.35	0.01	830	35	89	14.8	8870	1660	1400
8007	19.6	0.01	870	13	64	14.0	8710	1690	1540
8008	46.8	0.01	1150	33	248	2.9	32900	2270	1020
8009	17.5	0.005	50	10	46.9	2.5	807	3680	1390
8010	39	0.01	730	439	334	6.4	3590	10900	1930
8011	76.8	0.03	130	39	257	6.1	2160	118.5	546
8012	19.55	0.01	1440	582	122.5	2.9	22300	4550	2820
8013	70.4	0.01	830	106	37.8	0.9	25300	9040	1110

A preliminary review of these laboratory results indicates at least two different high grade mineralization types:

- Type I: mineralization that is associated with enriched lead, zinc and silver concentrations in random hard rock grab samples with silver concentrations ranging from 1.03 g/t up to 76.8 g/t, and lead content ranging from 15 g/t up to 1 %;
- Type II: gold mineralization that correlates well with elevated concentrations of bismuth, copper, and cobalt. Gold concentrations in this mineralization type ranged from 0.01 up to 10.5 g/t.

The initial approach for 2020 also included sampling of stream sediments with the goal of identifying and differentiating various catchment areas (such as dry valleys without fine grained sediments above marble dominated bedrock areas, catchment areas with marble/schist basement strata, and springs and creeks with fine grained sediments). Conductivity surveying of springs/creeks was also completed during stream sediment sampling. Thirty two stream sediment samples were collected and shipped along with QA/QC samples to ALS Minerals in Loughrea, Ireland for geochemical analysis using method AuME-ST44.

Values for silver ranged from 0.05 to 2.17 ppm, gold ranged from 0.5 to 48.5 ppb, manganese ranged from 282 to 790 ppm, and lead ranged from 8.67 to 36.5 ppm. These initial results show higher grades of gold and silver close to localities of ancient mine workings and have identified new prospective areas where no ancient/artisanal mining has been known to occur. Conductivity test results of stream and spring waters also identified potential mineralized zones over a much broader Project area than previously expected.

On August 25, 2021, Richmond announced that grab sampling during recent prospecting and mapping identified two newly mineralized areas. The first is located on the southwest side of Mount Gerschkogel at an elevation of 1,231 m and consists of ancient mine tailings with associated underground adits occupying an area of approximately 7 ha. The age of these workings is unknown. Adits were in excellent condition allowing for geologists to collect underground chip samples of observed mineralized vein systems within the adits (see below samples 14565 – 14568). Additionally, one sample was taken at a prominent tailings pile in front of an old mine portal.

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The second location of the sampling campaign was in adits of the Matthiasbaue medieval mine east of the town of Oberzeiring. Rock chip samples (samples 14569 to 14573) were collected at several underground locations in the observed vein systems. Results are provided below (note: all values reported in ppm):

Chip samples were sent to the ALS Laboratory in Ireland for analysis using multi-Element Super Trace (ME-MS41L). Sample 14569 and 14573 had more than 1 % Pb and were analysed using method Pb-OG62. Sample 14569 was analysed for silver using method OG46.

Sample	Ag	Ba	Bi	Cu	Ge	Mn	Pb	Zn	Sb
14565	0.05	81.30	0.16	22.90	0.10	2240	34	40.0	0.25
14566	1.53	178.00	0.04	39.20	0.08	1630	2350	96.5	27.70
14567	3.05	77.50	0.21	12.45	0.07	2880	3880	29.9	8.72
14568	1.81	18.00	0.37	32.40	0.35	2500	1060	740.0	10.45
14569	131.0	518.0	7.44	88.00	0.04	184	7.51%	59.2	>10000
14570	76.00	248.0	5.65	255.0	0.06	4300	1225	55.2	172.50
14571	4.79	570.0	2.50	9.57	0.02	847	3450	15.4	212.00
14572	52.80	48.20	9.48	35.10	0.02	323	3.22%	143.5	818.00
14573	1.66	95.70	0.06	2.09	<0.005	746	3260	6.2	129.00

The Next Steps:

- Detailed geological mapping in areas of higher mineralisation derived from geochemical stream, mine dump, and underground data;
- Consultation with geophysicists combining geological and geophysical data directly to delineate target survey areas;
- Re-evaluation and compilation of existing historical geophysical exploration results with the new exploration database to define targets for drilling;
- Establishment of strong stakeholder relationships according to Richmond's CSR ethics.

The Ridley Lake Property

The Ridley Lake Property consists of a total of 196 contiguous mining claims located in Raney and Rollo Townships, Ontario in which Richmond holds a 100% interest. These claims are located within the western portion of the Swayze-Deloro volcano-metasedimentary belt. This belt trends in a general east-west direction and consists of mafic to felsic metavolcanics locally intruded by quartz-feldspar porphyries, gabbro and diorite. Initial exploration work conducted in the mid 1980's on the Ridley Lake Property identified multiple gold bearing quartz veins on surface in the central Ridley Lake Property area. Follow-up geophysical surveying of these quartz vein areas identified several east-west trending drill targets at depth.

In 1989, approximately 2,500 m of diamond drilling in 13 holes tested these targets. Broad zones of gold mineralization were intersected in 11 of the 13 holes, and several modes of gold deposition were identified at that time. These include gold mineralization related to silicified, carbonatized, chloritized, mineralized fracture zones; gold mineralization related to quartz veins, stringers and stockworks; gold mineralization related to highly fractured shear zones, gold mineralization related to feldspar porphyry intrusives; and gold values possibly related to mafic flow and coarser-grained mafic flow contacts or felsic to intermediate flow contacts.

Certificates of Pending Proceeding were attached to the claims in 1990. On January 21, 2013, litigation began pertaining to the Certificates of Pending Proceeding in which Richmond was a defendant. The Plaintiff's action was

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a tracing claim alleging the diversion of the Plaintiff's funds from an unrelated exploration program to fund work on the Ridley Lake Property. The plaintiff sought title to the Ridley Lake Property and financial compensation from Richmond. The Company had previously written down the value of the mineral claims that were subject to the suit to a nominal amount.

On October 29, 2012, Richmond staked claims (44 units) in Raney Township in northern Ontario. These 44 units are contiguous with the west boundary of the Company's Ridley Lake Property

On February 3, 2014, Richmond announced that a judgment had been reached in the Ridley Lake Property litigation in which Richmond was a defendant. The Ontario Superior Court dismissed the plaintiff's claim of an alleged interest in the Ridley Lake Mining Claims. Accordingly, the Certificates of Pending Proceedings and Certificates of Interest registered by the plaintiff against title to the Ridley Lake Mining Claims were vacated and discharged from title to those Mining claims. Richmond filed a submission with the Ontario Superior Court for reimbursement of its litigation costs incurred in this matter. On February 28, 2014, Richmond announced that the Plaintiff in the litigation had filed an appeal asking that the Judgment announced in favor of the Company on February 3, 2014, be set aside and a new Judgment be granted in favor of the Plaintiffs.

On February 18, 2016, the Court of Appeal for Ontario dismissed the appeal of the Judgment announced in favour of the Company on February 3, 2014, regarding its Ridley Lake Mining Claims. Richmond was also awarded its litigation costs incurred in this matter. On April 16, 2016, the Corporation announced the receipt of its exploration permit for the Aguara East grid area of the Ridley Lake Property from the Ontario Ministry of Mines and Northern Development. The permit allows for diamond drilling in excess of 20 pads and expires in April 2018.

On July 29, 2016, the Company provided an update for exploration work at the Ridley Lake Property. A geophysical survey grid was cut on four of the Company's 100%-owned claims located immediately to the east of the Aguara gold showing, followed by the completion of Spectral Induced Polarization (IP)/Resistivity & Magnetic surveys. The surveys were successful in identifying a well-defined IP anomaly characterized by high chargeability and resistivity and a prominent coincidental magnetic anomaly (the "Aguara East anomaly"), having a northeast orientation and a strike length in excess of 825 meters.

On September 16, 2016, the Company announced that diamond drilling would resume at the Ridley Lake Property. By mid-October six holes were completed totaling 900 m of diamond drilling. On November 19, 2016, **Richmond** announced the Phase I diamond drilling results (all holes for this phase of work were drilled at an azimuth of 180 degrees, and at an inclination of -45 degrees). The local grid coordinates of the hole collars and assay results are provided in the tables below:

Hole No.	Grid East (m)	Grid North (m)
RS15-14	L0	0 + 62N
RS15-15	L0	0 + 15N
RS15-16	L075E	0 + 64N
RS15-17	L450E	2 + 77N
RS15-18	L525E	2 + 99N
RS15-19	L075E	1 + 01N

Assays were reported as follows:

Hole No.	From (m)	To (m)	Width (m)	Grade (g/t Au)
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RS15-14 Including	45	132	87	0.32
	66	74	8	1.12
	80	82	2	1.81
	122	125	3	0.90
	129	132	3	1.29
RS15-15 Including	27	82	55	0.46
	27	35	8	2.14
	73	74	1	1.43
	80	82	2	0.92
RS15-16 Including	64	108	44	0.42
	64	65	1	1.11
	86	88	2	1.04
	89	90	1	1.32
	91	92	1	2.54
	103.1	107	3.9	1.05
RS15-19 Including	55	142	87	0.39
	55	56.8	1.8	3.25
	109	142	33	0.67
	109	110	1	3.87
	131.7	134	2.3	3.09
	135	137	2	1.11
	141	142	1	1.04

The gold-bearing intervals are associated with mafic to intermediate metavolcanic units and with a porphyry unit that was encountered in all four holes for which results were reported. Preliminary review of the geological and assay data suggests that the gold-bearing zone plunges to the east. Hole RS15-19 was drilled below hole RS15-16 and clearly indicates an increase of the width of the gold-bearing zone and an increase of grade with depth (0.67 g/t in hole 19 versus 0.42 g/t in hole 16 for the same vertical section).

On June 17, 2016, Richmond announced that Phase II diamond drilling would resume at the Ridley Lake Property. This phase of drilling continued to test the Aguara East Anomaly at depths beneath the Phase I results reported in the fall of 2015. The company completed 1,121 meters ("m") of diamond drilling in five holes. As in Phase I all holes drilled with an azimuth of 180 degrees, and at an inclination of -45 degrees.

The local grid coordinates of the hole collars are provided in the table below:

Hole No.	Grid East (m)	Grid North (m)
RS16-20	L0+72	1+33
RS16-21	L0+25	1+32
RS16-22	L0+69	1+57
RS16-23	L1+11	1+29
RS16-24	L1+13	1+69

Holes RS16-20 and RS-22 were collared to test for gold mineralization beneath RS15-19, Hole RS16-21 was collared to test for gold mineralization between holes RS15-14 and RS15-19, and holes RS16-23 and RS16-24 were collared to test for gold mineralization stepping out to the east along the Aguara East Anomaly. Results obtained are reported in the table below.

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Hole No.	From (m)	To (m)	Width (m)	Grade (g/t Au)
RS16-20 including and and	125.35	129.75	4.40	0.61
	132.80	141.00	8.20	0.38
	145.00	178.00	33.00	1.26
	166.00	173.00	7.00	4.11
	168.00	169.00	1.00	7.64
	171.00	172.00	1.00	11.30
RS16-21 including and including	115.60	135.00	19.40	0.90
	127.85	135.00	7.15	2.05
	133.00	134.00	1.00	7.55
	157.33	180.00	22.70	0.68
	172.00	174.00	2.00	2.53
RS16-22 including	181.00	209.70	28.70	0.33
	185.00	186.00	1.00	2.74
RS16-23 including	119.54	144.06	24.52	0.48
	142.00	144.06	2.06	1.56
RS16-24 including	178.00	207.12	29.12	0.22
	197.69	198.57	0.88	1.12

In November 2016 the Company completed a Spectral Induced Polarization (IP)/Resistivity survey to expand to depth the earlier IP survey completed in July 2015 on Richmond's 100% owned Aguara East claims. As reported in July 2015, IP and Magnetic surveys were successful in identifying a well-defined IP anomaly characterized by high chargeability and resistivity and a prominent coincidental magnetic anomaly (the "Aguara East anomaly"), having a northeast orientation and a strike length in excess of 825 meters.

On October 18, 2017, the Company announced Phase 3 diamond drilling results from the Ridley Lake Project. Richmond completed 2,258 meters ("m") of diamond drilling in nine holes. All holes for this phase of work were drilled at an azimuth of 180 degrees, at inclinations of -45 or -60 degrees. The GPS coordinates (zone 17) and inclinations of the drill hole collars are provided below:

Hole No.	Easting (m)	Northing (m)	Inclination
RS17-25	372947	5303646	-45
RS17-26	372886	5303607	-45
RS17-27	372875	5303654	-45
RS17-28	372875	5303654	-60
RS17-29	372555	5303553	-45
RS17-30	372555	5303553	-60
RS17-31	372545	5303597	-60
RS17-32A	372410	5303564	-45
RS17-32B	372398	5303589	-45

Hole RS17-32A did not reach its target depth and was stopped at 28 m after encountering a wide fault zone. Hole RS17-25 was collared to test a magnetic anomaly located just east of the Aguara East IP anomaly and did not return any significant gold values. Results obtained for all remaining holes were reported as follows:

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Hole No.	Zone	From (m)	To (m)	Width (m)	Grade (g/t Au)
RS17-26 Including	Aguara East	25.30 26.3	59.98 28.3	34.65 2	0.25 2.1
RS17-27	Aguara East	107	140	33	0.25
RS17-28	Aguara East	253	271	17	0.29
RS17-29 Including	Central Aguara	44 163	174 174	130 9	0.22 0.9
RS17-30 Including and including	Central Aguara	133 182 222 231	269 183 240 234	136 1 18 3	0.31 4.5 1.3 2.9
RS17-31 Including And	Central Aguara	227 285 341	353 294 346	126 9 5	0.25 1.1 2.1
RS17-32B Including Including	Central Aguara	153 226 238	271 259 240	112 33 2	0.26 0.7 5.3

On December 4, 2018, Richmond announced that it had completed a Spectral Induced Polarization (IP)/Resistivity and Magnetic surveys to expand to depth and to the west the earlier IP survey completed in the summer of 2015 and the fall of 2016 on Richmond's Aguara East Zone claims. As reported in 2015 and 2016 IP and Magnetic surveys were successful in identifying a well-defined geophysical anomaly characterized by high chargeability and resistivity and a prominent coincidental magnetic anomaly (the "Aguara East anomaly"), having a northeast orientation and a strike length in excess of 825 metres. Modelling of the data obtained from the July 2015 and November 2016 combined surveys identified multiple targets at vertical depths down to the IP survey limit of approximately 200 metres.

Fall 2018 IP surveying on the newly cut Aguara western extension grid was successful in identifying five anomalous trends (identified as RW-1, and RW-4 through RW-7). The significant trend identified is RW-1, which appears to be the extension of the Aguara East IP Anomaly that was the focus of the first three phases of diamond drilling. Trend RW-1 is centered about the West Grid Baseline and has now been extended from (metres) Line 3+00 E to Line 6+00 W. The trend is associated with apparent resistivities exceeding 10,000 ohm-m and is suggestive of strong quartz-carbonate alteration associated with possible gold mineralization.

Trend RW-5 is a prominent chargeability anomaly initially identified in the north eastern part of the survey grid and has now been extended to 7+50 W from 2+25 E. This trend is associated with apparent resistivities that are 1,000 ohm-m or lower, and has no history of diamond drilling.

Trend RW-4 is noted at the southern edge of the survey grid from lines 0+75 W to 3+75 W and is characterized by apparent chargeabilities exceeding 10 mV/V. A formational source is suspected here and is of no further exploration interest for the time being. Trend RW-6 is a new anomaly that appears to originate approximately at line 5+25 W in the southern part of the survey grid. This anomalous IP response strikes to the northwest and was observed at dipole separations of n=8 and n=9, which is indicative of deeper sources (greater than 100 m). This anomaly appears to extend to the edge of the survey grid at 9+00 W, where it becomes quite wide and deep, and

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is open along strike to the west and to depth. The associated resistivities of this anomaly exceed 10,000 ohm-m and may also be indicative of possible gold mineralization.

Drilling to test these IP targets discussed resumed in December 2020 and was designed to test the IP anomalies RW-1 and RW-5. Richmond completed 2,427.6 m of diamond drilling in six holes, with each hole being drilled at an azimuth of 180 degrees with an inclination of -45 degrees. GPS coordinates and of the drill hole collars are provided below (zone 17):

Hole No.	Easting (m)	Northing (m)	Total Depth (m)
RS20-33	372131	5303581	357.6
RS20-34	372138	5303763	574
RS20-35	372068	5303776	573
RS21-36	371753	5303722	363
RS21-37	371701	5303682	360
RS21-38	372279	5303808	200

Significant results obtained are reported as follows:

Hole No.	Zone	From (m)	To (m)	Width (m)	Grade (g/t Au)
RS20-33	Aguara West Including	323	337	14	4.42
		326	329	3	18.2
RS20-34	Aguara West including	482	498	16	0.30
		497	498	1	2.89
		516	551	35	0.44
	including	518	519	1	2.41
	and	522	525	3	0.83
	and	532	535	3	1.76
RS-21-37	RW-5	43	44	1	3.58

Please note that Hole RS20-38 did not reach its target depth of 550 m and was stopped at 200 m due to broken drill rods. Holes RS20-33 and RS20-34 tested the RW-1 IP anomaly located at the western end of the Aguara West Zone. Hole RS20-35 was collared 200 m west of RS20-34 and intersected broad zones of anomalous gold. Holes RS21-36 and RS21-37 were collared to test for gold mineralization in the RW-5 IP anomaly located approximately 300 m west of the RS20-34. Hole RS-21-36 intersected broad zones of pyrite mineralization with anomalous gold values and Hole RS-21-37 was collared as a 50 m step out west of Hole RS-21-36. The Aguara West zone remains open to depth and the RW-5 zone remains open to depth and west along strike.

The drill intervals reported above represent axial core length and true widths are not known at this time. A QA/QC program was employed consisting of inserting laboratory prepared standards and blanks and duplicates into the core sample stream. Samples were submitted to Activation Laboratories of Timmins, Ontario for gold analysis using fire assay with atomic adsorption or gravimetric finish. Check samples were also submitted to Northern Mining Analytical Labs of Timmins, Ontario for gold analysis using fire assay with atomic adsorption and gravimetric finish.

The gold-bearing intervals observed in the drill core are found within various metavolcanic rock types associated with areas of shear zone development, areas of intense carbonatization, and spatial

association with porphyritic intrusions. Further diamond drilling will be undertaken to test for depth extensions of gold mineralization in the Aguara West area of the Ridley Property.

New Critical Metal Properties

Five of the new properties totaling 192 exploration licenses acquired on April 7, 2022, host critical metal mineralization (i.e., cobalt, copper and nickel) and are located in the federal states of Tyrol and Salzburg, Austria. These properties are referred to as the Brixlegg, Leogang West, Leogang East, Seekar, and Zinkwand Properties.

Located on the border between Tyrol and Salzburg, the Leogang Property is well known for its historical mines dating back to pre-roman times and its nickel and cobalt production in the 19th century. Geologically the Leogang Property is underlain by rocks of the Western

Grauwackenzone Group, consisting of with carbonatized metasediments of Paleozoic age. The Leogang Property hosts the Nöckelberg Mine in which historical records report grades up to 8.1% Ni and 15.8% Co. HGM conducted geophysical, geochemical soil sampling, and diamond drilling at the Nöckelberg Property in 2018. Mine dump samples returned values up to 7.8% Cu, 1.1% Ni, and 0.7% Co. Geophysical work included geomagnetics and geoelectric surveys that defined potential mineralized bodies that are untested priority diamond drill targets. Geochemical soil sampling (308 soil samples in a 50x50 m sampling grid) identified an anomaly with values up to 80 ppm Co, 700 ppm Cu, and 300 ppm Ni. HGM completed 468 m of diamond drilling in four holes that returned anomalous values, with numerous prospective drill targets remaining untested.

The Brixlegg Property is located in the Inn valley close to Innsbruck and is well known for Cu and Ag mining dating back to medieval times. Co-Ni mineralization has also been documented in the region. This mineralization is hosted in Paleozoic dolomite and consists of fahlore, bornite, enargite, galena, and sphalerite sulphide mineralization. Various Ni and Co-bearing minerals such as vaesit, fersdorffite, cattierite, cobaltite are also known to occur at Brixlegg. Additionally, Ni and Co have been mined between 1941 and 1944 at Silberberg. Historical documents report grades of 1.38% Co and 0.98% Ni.

The Seekar Property is located near Salzburg and is known for its historical (dating back to 1917) Ag mining with grades reported up to 250 g/t. Zinkwand is also located near Salzburg on the Styria district border. Five different types of mineralization have been identified at the Zinkwand Property: Ag-rich Zn-Pb, Ag-rich Cu-As, Cu-Pb-Zn and Ni-Co-Bi-Ag. The potential for critical metal mineralization at the Seekar and Zinkwand Properties has never been evaluated using modern exploration techniques.

European Gold Properties

Five of the new properties acquired on April 7, 2022 (notably the Sifflitz - Guginock, Leßnig, Lengholz, Fundkofel, and Schellgaden Mines) totalling 362 exploration licenses host historical gold mines and are located in the southern part of Austria in the federal states of Carinthia and Salzburg.

Gold mineralization at the Kreuzeck and Goldek Properties is found within a 1,500 m thick succession of Ordovician to Devonian metasediments that host grayish/black 'greasy' quartz veins and phyllitic shear zones mineralized with arsenopyrite. In the 16th and 17th century the Kreuzeck West, East and Goldeck-Sifflitz mines were well known for their gold production. Limited sampling of these mine workings in the 1970s yielded results

from 4.8 to 18.2 g/t Au. In excess of 100 scattered historical adits have been identified at the Goldek-Sifflitz Property, with only mine dumps and collapsed portals still visible and accessible. Despite the dense occurrence of historic mines at these newly acquired gold properties, little in the way of modern exploration work has been conducted. The most recent reported exploration work at the Goldeck-Sifflitz Property was in 2019 and consisted of local stream sediment sampling which yielded values up to 369 ppb Au, and up to 110 ppb Au at the Kreuzeck West Property.

The Schellgaden Property is located in the Kareck complex of the Tauern Formation. Gold mineralization is associated within networks of quartz veins containing arsenopyrite mineralization hosted in gneissic basement rocks. The Kareck geological unit extends 20 km to south where numerous historical small scale gold mines (Knappenbaue or Radlgraben) have operated in the past.

On October 12, 2022, Richmond announced that it had acquired an additional 57 exploration licenses covering an area of 25.6 km² in the Goldeck-Sifflitz Property region. Located in the East Alpine Nappe of the Drauzug-Gurktal Nappe System, historical mining here focussed initially on Sb, followed by Au mining in the early 20th century. Locally the Sb mineral stibnite was mined at the Wallner Stollen/Guginock mines and various scattered local adits from lens-shaped ore bodies, and auriferous arsenopyrite from quartz-rich veins. Structurally controlled disseminated Au-As mineralization is either hosted in phyllites to garnet-mica schists, or within quartz veins and strongly silicified fault-zones.

Located within these newly acquired licenses, the Guginock mine is located 2.1 km E of the town Lind im Drautal at an elevation of 1580 m ASL. A review of available historical data determined that the mine was in production from 1894 to the 1930's. The host rock is phyllite and the minerals mined were Sb, Au and As. Of particular note a 20 m zone of Au-As mineralization hosted in a fault/shear zone mined at the phyllite/marble contact yielded a grade of 20 g/t Au (reported by Hiessleitner, 1949). Also a five 12 m channel samples collected in 1922 averaged 5 g/t Au. A second local Sb mine located within the newly acquired licenses and is referred to as the Wallner Stollen historic Sb mine and was active from 14th to 18th century. The host rock here is also described as a phyllite/marble contact.

The Vorder Sifflitz Property is located within the north flank of the Sifflitz valley, northeast of the town Lind im Drautal. Vorder Sifflitz was an area of active mining between 16th - 19th centuries. Several historic mines such as the still accessible Danieli gallery and the Bauern gallery are also located within the Vorder Sifflitz Property. Locally three parallel striking shear zones host the Au and Sb mineralization in mylonitized quartz carbonates contained within graphitic schists. In 1987, the Minerex Exploration Company conducted heavy mineral prospecting in this area and grab sampling from this work returned Au results between 100 ppb and 24.6 g/t from concentrates and fractions under <0.063 mm. Recent stream bed samples (8 samples) from the Sifflitz River returned Au concentrations between 6 ppb and 126 ppb. Based on a review of historical data, Richmond management believe the mineralized fault zones likely extend farther to the east where the new exploration licenses have been acquired.

Between Sifflitz and Goldeck another 62 exploration licenses have been added to cover the two major E-W striking fault systems in this area. This extends the Richmond's licensed area to 52.9 km². Additional stream sampling is planned together with a geophysical investigation to identify the major fault systems, which are the target of further exploration work.

The Gurskerkammer mine is found within the Kreuzeck West area. According to available historical data Sb has been mined at the Gurskerkammer with reported historical Au grades as high as 18 g/t and Sb production of approximately 60 tonnes in 1916. The Fundkofel gold mine is also located close to Gurskerkammer within the Kreuzeck West property. The Fundkofel mine reported historical production grades up to 14.7 g/t Au. Au-As-Ag mineralization can be observed in quartz veins within shear zones and meta-volcanics. Historical mining is

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recorded between 1400 and 1928. In 1986 a sample of tailings material from the Fundkofel mine returned 23.5 g/t Au.

Two kilometers west of the Gurskerkammer mine are the Hermann and Johanni adits (inaccessible nowadays). These adits reportedly expose the Sb, As and Au mineralization for 600 m along strike. Sb mineralization is reported to occur as lenses of pure stibnite. Mining activity here was from 1700 to 1953 with reported grades of Au between 13 and 35 g/t (1949).

The Schellgaden group of exploration properties consists of 68 newly acquired exploration licenses referred to as Schellgaden North and 151 new licenses referred to as Schellgaden South. Together both prospects cover an area of 100.3 km² in which numerous historical gold mines are found, such as the Stüblbau and Schulterbau mines.

Base/Critical Metal Properties

On October 12, 2022 Richmond announced that it had acquired 192 base metal exploration licenses covering an area of approximately 92.3 km² in Austria. The Brixlegg Property is located in the Tyrol district of Austria and consists of 118 licenses covering 56.4 km² in an area with a long history of Cu and Au mining dating back to the celtic times. The Leogang Properties are divided into Leogang West Property consisting of 30 licenses covering 14.7 km², and the Leogang East Property consisting of 33 licenses covering 5.5 km². The historic Nöckelberg mine with reported Ni grades up to 9.95 % Ni, and Co grades up to 15.7 % is located within the Leogang West license area. Additionally, 9 licenses were added to the Seekar Property covering 4.6 km², and 2 licenses covering 1.1 km² were also added to the Zinkwand Property. These areas are prospective for Ni and Co.

Graphite Properties

Mühldorf is the largest area consisting of 90 licenses covering an area of 43.7 km², followed by St. Marein with 36 licenses covering 17.6 km², Zettlitz with 30 licenses covering 14.7 km², Wurschenaigen consisting of 28 licenses covering 13.6 km², and Ranzels consisting of 14 exploration licenses covering 7.0 km². The Führholz, Hengstberg, and Rabesreith properties each consist of 7 licenses covering 3.5 km².

The Waldviertel area of Lower Austria is well known for its historic graphite mines. Mining started in the 19th century and the last mine was abandoned in 1999. In this period 832,000 tons were reportedly mined in both open pits and in underground mining. The deposits belong to the orogenic metamorphic graphite deposit type and consist predominantly of flake or crystalline graphite. Typically these graphite deposits are brecciated and have a siliceous matrix and can have lateral widths from 20 to 60 m and thicknesses up to 12 m. The carbon content varies from 25 - 40% for flake graphite, 40 - 50% for hard graphite which increases to 60 to 70% in weathered sections near surface. The sulfur content varies between 0.02% and 9.43%.

Additional details may be obtained on these exploration programs from the Company's website, www.richmondminerals.com.

Dr. Thomas Unterweissacher, EurGeol. in his capacity as Qualified Person under National Instrument 43-101 has reviewed the content above.

ITEM 2 - Selected Financial Information

The following is selected information:

For the Quarter Ended

For the Year Ended

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	February 29, 2024	November 30, 2023	August 31, 2023	May 31, 2023
Net revenues	\$0	\$0	\$0	\$0
Net Income/ (Loss)	59,891	(235,133)	594,231	(159,150)
Total assets	3,712,433	3,411,609	3,552,141	3,006,998
Earnings (Loss) per share	0.002	(0.008)	0.021	(0.006)

For further audited financial information, please refer to the Company's audited financial statements that have been filed on SEDAR.

ITEM 3 - Results of Operations

Results of Operations – Quarter Ended February 29, 2024, compared to Quarter Ended February 29, 2023

For the Quarter Ended February 29, 2024, the Company had not yet commenced operations other than the exploration of its mineral properties.

For the Quarter Ended February 29, 2024, the Company incurred operational expenses of \$27,791 versus \$26,927 in the comparative period for an increase of \$864.

For the Quarter Ended February 29, 2024, the Company recorded other income of \$87,682 compared to other expenses of \$102 for the comparative period. The fluctuation is mainly due to the fair value gain of marketable securities and investment of \$89,186.

The net comprehensive income for the Quarter Ended February 29, 2024, was \$59,891 versus a loss of \$27,029 in the previous period, for a basic and diluted earnings per share of \$0.002 (February 28, 2023: loss per share of \$0.001) based on 28,358,880 (February 28, 2023: 28,160,268) weighted average shares outstanding, which retroactively gave effect to the share consolidation of 5 for 1.

Results of Operations – Nine Months Ended February 29, 2024, compared to Nine Months Ended February 28, 2023

For the nine months ended February 29, 2024, the Company had not yet commenced operations other than the exploration of its mineral properties.

For the nine months ended February 29, 2024, the Company incurred operational expenses of \$145,169 versus \$93,590 in the comparative period for an increase of \$51,579. The increase is mostly attributable to increase in professional fees, management fees, regulatory fees and interest on short term loan payable.

For the nine months ended February 29, 2024, the Company recorded other income of \$564,157 compared to other expense of \$461 for the comparative period. The fluctuation is mainly due to gain on disposal of mineral properties of \$643,736 offset by fair value loss of marketable securities and investment of \$28,136 and loss on sale of investment of \$50,348.

The net comprehensive income for the nine months ended February 29, 2024, was \$418,988 versus a loss of \$93,548 in the previous period, for a basic and diluted earnings per share of \$0.015 (February 28, 2023: loss per share of \$0.003) based on 28,354,594 (February 28, 2023: 28,066,259) weighted average shares outstanding, which retroactively gave effect to the share consolidation of 5 for 1.

ITEM 4 - Summary of Yearly Results

The following table sets forth, yearly financial information relating to the Company's revenue, net loss and loss per common share as prepared under IFRS.

	Revenues	Net Income (loss)	Earnings (loss)/ share: basic and diluted
February 29, 2024	\$ -	\$ 59,891	0.002
November 30, 2023	-	(235,133)	(0.008)
August 31, 2023	-	594,231	0.021
May 31, 2023	-	(65,602)	(0.00)
February 28, 2023	-	(27,029)	(0.00)
November 30, 2022	-	(34,780)	(0.00)
August 31, 2022	-	(31,738)	(0.00)
May 31, 2022	-	(37,387)	(0.00)
February 28, 2022	-	(56,530)	(0.00)

ITEM 5 – Liquidity

As at February 29, 2024, the Company had the following working capital (deficiency):

	February 29, 2024	May 31, 2023
Current Assets	\$ 243,558	\$ 25,989
Current Liabilities	447,520	498,573
Working Capital	<u>\$ (203,962)</u>	<u>\$ (472,584)</u>

ITEM 6 - Capital Resources

In order to finance the Company's future development and expansion, management will be seeking to raise additional funds primarily by way of the issuance of common shares from the treasury as well as potentially optioning or selling portions of its properties. The timing and ability to fulfill these objectives will depend on the liquidity of the financial markets as well as the willingness of investors to finance junior exploration companies operating with limited operating history.

The following financings have been completed by the Company in the past three fiscal years:

	Gross Proceeds	Type of Transaction
March 20, 2024	\$340,000	Private Placement
January 5, 2022	\$129,100	Private Placement
December 1, 2020	\$115,000	Private Placement
November 3, 2020	\$100,000	Private Placement
July 14, 2020	\$800,000	Private Placement

As February 29, 2024, and the date of this MDA, the Company has the following stock options issued and outstanding:

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Exercise Price	Number of Options	Expiry Date	Weighted Average Remaining Life
\$0.50	1,820,000	18-May-25	1.22

As at February 29, 2024, and the date of this MDA, the Company has no warrants outstanding.

ITEM 7 - Off-Balance Sheet Arrangement

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

ITEM 8 - Transactions With Related Parties

Amounts due from and to the related parties, are a result of transactions with entities controlled by shareholders, officers or directors of the Company and joint venture partners. These amounts are non-interest bearing, unsecured and not subject to specific terms of repayment unless stated.

The Company had the following transactions and balances with its related parties:

	February 29, 2024	February 28, 2023
<u>Transactions</u>		
Management and consulting fees	\$ 53,400	\$ 38,364
Professional fees charged to exploration properties	2,500	73,955
	<u>\$ 55,900</u>	<u>\$ 112,319</u>
<u>Balances</u>		
Payable	\$ 86,545	\$ 39,413
(Prepaid)	\$ (6,500)	\$ -

Amounts due from and to the related parties, are a result of transactions with entities controlled by shareholders, officers or directors of the Company and joint ventures. These amounts are non-interest bearing, unsecured and not subject to specific terms of repayment unless stated.

ITEM 9 - Proposed Transactions

As of the date of this document, there are no proposed transactions that management of the Company believes would require the intervention or approval of the Board of Directors of the Company as well as the Shareholders of the Company.

ITEM 10 - Risk Factors

Investment in the Company must be considered highly speculative due to the nature of the Company's business, its formative stage of development, its current financial position and its lack of an earnings record. An investment in any securities of the Company should only be considered by those persons who can afford a total loss of their investment. The following is a summary of the risk factors to be considered:

- *Exploration Risks:* exploration for minerals is a speculative venture necessarily involving substantial risk.
- *Mining Risks:* mineral resource exploration and development is a speculative business and involves a high degree of risk.
- *Uninsurable Risks:* mining operations generally involve a high degree of risk, which the Company cannot insure or against which it may elect not to insure due to prohibitive costs or otherwise in accordance with standard industry practice.
- *Calculation Risks:* there is a degree of uncertainty attributable to the calculation of mineral reserves, mineral resources and corresponding grades being dedicated to future production.
- *No Assurance to Title or Boundaries:* title to the Company's properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.
- *Competition:* the mineral exploration and mining business is competitive in all of its phases.
- *Permits and Licenses:* the planned operations of the Company, including mineral exploration and development activities and commencement of production on its properties, require permits from various levels of government.
- *Governmental Regulation and Policy Risks:* failure to comply with applicable laws, regulations and permit requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.
- *Environmental Risks:* mineral exploration and development, like many other extractive natural resource industries, is subject to potential risks and liabilities associated with the pollution of the environment and the disposal of waste products.
- *Price Volatility of Publicly Traded Securities:* in recent years and especially in the recent months, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.
- *Possible Failure to Realize Anticipated Benefits of Future Acquisitions:* the Company may complete acquisitions to strengthen its position in the mineral exploration industry and to create the opportunity to realize certain benefits including, among other things, potential cost savings.
- Achieving the benefits of any future acquisitions depends, in part, on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as the Company's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with its own.
- *Operational Risks:* mineral exploration operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion and contaminant spills, each of which could

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result in substantial damage to mining properties, producing facilities, other property and the environment or in personal injury.

- *Substantial Capital Requirements; Liquidity:* the Company may have to make substantial capital expenditures for the acquisition, exploration, development and production of mineral resources in the future.
- *Issuance of Debt:* from time to time the Company may enter into transactions to acquire assets or shares of other Companies. These transactions may be financed partially or wholly through debt, which may increase debt levels above industry standards.
- *Dilution:* the Company's common shares, including incentive stock options, rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into common shares of the Company, may be created, issued, sold and delivered on such terms and conditions and at such times as the board of the Company may determine.
- *Net Asset Value:* the Company's net asset value will vary dependent upon a number of factors beyond the control of the Company's management, including commodity prices.
- *Reliance on Management:* Shareholders of the Company will be dependent on the management of the Company in respect of the administration and management of all matters relating to the Company and its properties and operations.
- *Conflicts of Interest:* Certain of the directors and officers of the Company are also directors and officers of other reporting issuers involved in mineral exploration and development, and conflicts of interest may arise between their duties as officers and directors of the Company, as the case may be, and as officers and directors of such other companies.
- *No Dividends:* to date, the Company has not paid any dividends, and it is not anticipated that the Company will pay any dividends in the near future.
- *Changes in Legislation:* it is possible that the Canadian federal and provincial government or regulatory authorities could choose to change the Canadian federal income tax laws, royalty regimes, environmental laws or other laws applicable to mineral exploration companies and that any such changes could materially adversely affect the Company and the market value of the Company securities.
- *Early Stage Development Risks:* the Company has no history of operations and the Company is in the early stage of development and must be considered a start-up.
- *Future Financing Requirements:* the Company may need additional financing to continue in business and there can be no assurance that such financing will be available or, if available, will be on reasonable terms.

ITEM 11 - Critical Accounting Estimates

This section is not required as the Company is a Venture Issuer, as the term is defined in National Instrument 51-102.

ITEM 12 - Changes in Accounting Policies

The Company would like to direct readers to its audited financial statements for the years ended May 31, 2023 and 2022, which are incorporated by reference and can be found on the regulator's web site at

www.sedarplus.ca.

Future accounting changes

Explanations and descriptions of future accounting changes are presented in Note 3 to the condensed interim consolidated financial statements for the Period Ended February 29, 2024.

ITEM 13 - Financial Instruments and Other Instruments

The Company is not a party to any financial instrument, as the term is defined in National Instrument 51-102F1 paragraph 1.14.

ITEM 14 - Capital Structure

The Company is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote. As of the date of this Management Discussion and Analysis there were 36,213,387 common shares issued and outstanding. In addition, there were 1,820,000 stock options outstanding as of the date of the MD&A.