



Borealis Mining Company Limited
(formerly 1329300 B.C. Ltd.)

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE AND NINE
MONTHS ENDED APRIL 30, 2025**

The following management's discussion and analysis of the results of operations and financial condition ("MD&A") for Borealis Mining Company Limited (formerly, 1329300 B.C. Ltd.) (the "Company" or "Borealis"), is prepared as of April 30, 2025, and should be read in conjunction with the Company's unaudited consolidated financial statements and accompanying notes for the three and nine months ended April 30, 2025, and the audited consolidated financial statements and related notes for the year ended July 31, 2024 (the "Financial Statements"). Readers are encouraged to read the Cautionary Note Regarding Forward-Looking Information included on page 2 of this MD&A. The financial information in this MD&A is derived from the Financial Statements prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A has been prepared effective June 27, 2025, and has been approved by the Board of Directors of the Company. All figures contained herein are expressed in United States dollars ("US\$" or "\$"), except for production or as otherwise stated.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this MD&A constitute forward-looking information. Often, but not always, forward-looking statements use words or phrases such as: "expects", "does not expect" or "is expected", "anticipates" or "does not anticipate", "plans" or "planned", "estimates" or "estimated", "projects" or "projected", "forecasts" or "forecasted", "believes", "intends", "likely", "possible", "probable", "scheduled", "positioned", "goal", "objective" or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved or any variations (including negative variations) of such words and phrases. Such forward-looking statements, including but not limited to statements with respect to anticipated business plans or strategies, total cash costs, the mineral resource estimate (MRE) and capital expenditures, involve known and unknown risks, uncertainties and other factors which may cause the actual actions, events and results to be materially different from estimated actions, events or results expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption "Risk Factors" in the Company's Base Shelf Prospectus dated April 25, 2025, which is available for review on SEDAR+ at www.sedarplus.ca.

The Company believes the expectations reflected in these forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements should not be unduly relied upon.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws.

BUSINESS DESCRIPTION

Borealis Mining Company Limited (formerly 1329300 B.C. Ltd.) ("Borealis", "BMCL", or the "Company") was incorporated under the Business Corporations Act (British Columbia) on October 20, 2021. The head office and registered office is located at 5th Floor, 410 West Georgia Street, Vancouver, British Columbia, V6B 1Z3, and a mailing address is located at 401-217 Queen Street West, Toronto, Ontario, Canada, M5V 0R2. Borealis is an exploration and development stage mining company engaged in the business of acquiring and exploring mineral properties. The Company's principal project is the Borealis Gold Project ("Borealis Project") held via its wholly owned subsidiary, Borealis Mining Company, LLC. The Borealis Project is a fully permitted gold-silver mine and absorption, desorption, and refining ("ADR") plant, located near Hawthorne, Nevada. The Borealis Project was mined intermittently by previous owners since 1981.

Currently, the business objective of Borealis is to identify mineral resources at the Borealis Project and produce gold and silver utilizing its existing heap leach and ADR facilities. In the long term, the business objective of Borealis is to identify, evaluate, acquire and explore additional mineral properties for the purpose of identifying additional mineral resources and extracting gold and silver.

The Company acquired two exploration properties during the quarter ended April 30, 2025, from Gold Bull Resources; the Sandman (held by Sandman Resources Inc) and Big Balds (held by GRU Resources Corp) projects both located in Nevada. The Sandman project, near Winnemucca, NV, has a recent (2023) Preliminary Economic Assessment (PEA) which considers a conventional heap leach mining operation targeting 38,000 ounces of gold produced per annum over a 9-year operation. Given the nature of the Sandman deposits (outcropping), a 2.2 Mtpa production rate and very low strip ratio of 2.2:1 extracts an average gold grade of 0.73 g/t Au (majority oxide). The PEA envisions a scenario where a simple heap leach operation is built at Sandman and loaded carbon is shipped to an external ADR facility to process into doré bars. The Borealis ADR facility is fully permitted and fully equipped to process external carbon. The Big Balds project provides the Company with an early-stage exploration project proximal to the Bald Hills mine near Elko, NV.

Additionally, the Company acquired six dormant subsidiaries from Gold Bull Resources. These inactive companies were historically kept to utilize tax losses in the future; Borealis will review and research the validity of these tax losses with US tax experts in the near future.

BOREALIS PROPERTY

Unless otherwise indicated, the technical information included in this MD&A is based upon information included in the Technical Report for the Borealis Project prepared by SRK Consulting (U.S.), Inc. consultants Douglas Reid, P. Eng, titled "NI 43-101 Technical Report Project Status Report Borealis Mine, Nevada, U.S.A." with an effective date of October 10, 2023 (the "Borealis Technical Report"). The Borealis Gold Project is located in western Nevada, approximately 16 road miles southwest of the town of Hawthorne in the Walker Lane Mineral Belt and 12 miles northeast of the California border. Hawthorne is 144 highway miles southeast of Reno and 331 highway miles northwest of Las Vegas. The Borealis property is comprised of 815 unpatented mining claims of approximately 20 acres each totaling about 16,900 acres and one unpatented mill site claim of about 5 acres.

The principal operating permits are currently in place for a heap leach operation in the center of the property. The status of all approved permits is current and can be maintained with the appropriate fees being paid on an annual basis. The balance of the property is prospective for epithermal gold and silver mineralization, with several exploration permits active and in good standing for drilling and other activities.

Appreciable gold mineralization was first identified in 1979 by Houston International Minerals Company, which led to rapid exploration and development the resulted in production beginning in October 1981 as an open-pit mining and heap leaching operation. The project was then acquired by Tenneco Minerals in 1981, who assumed operations and identified and developed several additional gold deposits (all of which now comprise the Borealis Project). In 1986, Echo Bay Mines acquired the Nevada assets of Tenneco Minerals, including the Borealis Project, and assumed operations. In 1990, mining operations ceased. During the period of mining from 1981 through to 1990, gold recovered from material placed on heap leach pads was approximately 500,000 troy ounces plus an estimated 1,500,000 troy ounces of silver. Reclamation of the mine began immediately upon the cessation of production and continued for several years.

In subsequent years, several operators conducted various exploration activities on the Borealis Project. In 2005, Gryphon Gold Corporation, through its wholly owned subsidiary Borealis Mining Company, earned 100% in the Borealis Project and conducted several exploration campaigns. In June of 2011, Gryphon Gold began construction of the Borealis Project, and its first shipment of loaded carbon was sent out in October 2011. Owing to cost overruns and construction delays, Gryphon entered into a debt facility with Waterton Global Value. Gryphon filed for voluntary Chapter 11 bankruptcy protection in July of 2013, triggering a protracted series of lawsuits over the ownership of the Borealis Project. The case was dismissed in Waterton's favour, who foreclosed on Gryphon. Waterton assumed control of Borealis Mining Company and operated the project until April of 2023, when it was sold to Borealis Mining Company Limited.

The Borealis Project is an advanced exploration and development asset that is permitted for production and maintains all necessary permits and infrastructure for possible future development. Office buildings, laboratory facilities, adsorption, desorption, and recovery (ADR) plant, and storage facilities were constructed or installed after 2011 and are in good condition. Roads in the Borealis Project area are a mix of open and maintained haul roads to recently operating pit areas, two-track roads along previously reclaimed roadways, and several all-terrain trails to access undeveloped portions of the Project. Power is supplied to the site via 69kV overhead line from the Hawthorne Substation located approximately 14.5 miles from the site. Water is supplied to the site from a topographically isolated basin. Two wells are located approximately 3 miles from the mine facilities and are in operable condition.

SANDMAN PROPERTY

The Sandman project is located in Humboldt County, Nevada, USA, on a checkerboard mix of public and private lands. Sandman is located in Townships 36 and 37 North, Ranges 35 and 36 East, Mount Diablo Meridian, Humboldt County, Nevada, USA. The property is situated south of the Slumbering Hills and west of the Tenmile Hills, circa 24 km northwest of the town of Winnemucca, Nevada. The property lies 23 km south of the historical producing Sleeper gold mine.

The Sandman project can be generally described as 117km² of consolidated checker-board lands consisting of Bureau of Land Management (BLM) and private ownership sections. The Sandman project is made up of 761 unpatented lode mining claims (ABLE, NAP, REST, SAM, SAN (445) and SM (316)) and approximately 6km² of private land holdings in Humboldt County, Nevada. The underlying title for the mining claims and the private land is held in the name of Sandman Resources Inc, which is 100% owned by Borealis Mining Company Ltd.

On July 31, 2023, a Preliminary Economic Assessment (PEA or Scoping) Phase 2 Study at the Sandman Project was completed. The Sandman Scoping **Phase 2** Study has identified a stand-alone, low pre-production capital \$31.5M, conventional heap leach gold project producing circa 35,000 to 40,000 ounces (average 38,000) of gold per year for 9 years. The project boasts a pre-tax Internal Rate of Return (IRR) at 102% and a pre-tax payback period of 1.1 years, using a gold price of \$1,800. The results from the Phase 2 study have identified a post-tax IRR of 81% with payback period of 1.3 years.

The Scoping Phase 2 Study focused on mining gold mineralized material within optimized pit shells in two phases: Phase 1 mines all mineralized material within the pit shell above the water table and Phase 2 study focused on mineralized material below the water table and within the pit shell, after completion of additional monitoring, permitting and dewatering efforts paid by mine cashflow.

The Scoping Phase 2 Study focused on the efficient extraction of all mineralized material within an optimized pit shell in a sequence that facilitates effective use of initial pre-production capital and a more rapid mine commissioning. In July 2023, the Company reported minor modifications to the Scoping Study. The modifications provided include the addition of post-tax financial analysis and the addition of an independent metallurgical qualified person review, which resulted in the previously assumed recoveries increasing from 70% to 75% with multi-phase crushing.

BIG BALDS PROPERTY

The Big Balds project is located circa 10km west of the Bald Mountain Mine held by Kinross. The initial project is comprised of 109 lode mining claims on BLM tenure and is located within White Pine County, Nevada, USA. Two high priority targets on the project were identified which will form the core of a future exploration program.

OPERATIONAL HIGHLIGHTS AND BUSINESS DEVELOPMENTS

During the Period of August 1, 2024, to April 30, 2025, Borealis completed a listing of its common shares on the TSX Venture Exchange under the symbol BOGO. The listing occurred on August 7th.

During the Period of August 1, 2024, to April 30, 2025, Borealis management attended several investor conferences to increase awareness of the newly listed company. These conferences included the Beaver Creek Precious Metals Summit, Red Cloud's Fall Mining Showcase, the International Mining and Resources Conference, Atlantic One Investment Summit, and Mines and Money (London, UK), along with several online webinars and in-person investor roadshows.

During the Period of August 1, 2024, to April 30, 2025, Borealis recovered gold and silver from residual leaching of its permitted heap leach pad. Recovered gold and silver was poured into doré at Borealis' permitted and active ADR facility resulting in final refined ounces of 768.653 Au and 743.469 Ag. During the quarter ending April 30, 2025, the Company sold a portion of these Au and Ag ounces for \$671,708 and \$11,029, respectively.

During the Period of August 1, 2024, to April 30, 2025, engineering studies were advanced for Borealis with a dedicated mine engineer joining the Borealis team at the end of July 2024. Engineering works completed or ongoing include contract vs. owner mining and crushing evaluations, identifying permitting requirements and timelines, and bringing pit designs to detailed pit designs (mining-ready, with access and other considerations built in). During the current quarter, preparation and submittal of a minor modification to the current Mine Plan of Operations was submitted to the United States Forest Service and the Nevada Department of Environmental Protection Bureau of Mine Regulation and Reclamation. This minor modification increases the available pit and dump footprints at the mine, allowing for greater operational flexibility. The larger footprints will allow the Company to capitalize on currently elevated gold prices by optimizing the mine cut-off grade and pit designs.

Mine planning for the Borealis and JRCD area pits continued throughout the period, with detailed haulage and mine plans reviewed and mining contractors engaged for budgetary estimation. A decision was made by management and approved by the Board of Directors to crush the stockpile on site starting June 9, 2025. Several preparations began starting early March:

- Receipt and validation of final stockpile column leaching test results, with testing and reporting conducted by McClelland Labs in Reno.
- Site metallurgical audit by Steve Haggarty of Haggarty Technical Services to ensure operational readiness for the crushing project.
- Solicitation of bids for the crushing project and job walks with contractors.
- Recruitment and onboarding of a Site Superintendent to oversee plant and leaching activities.

During the Period of August 1, 2024, to April 30, 2025, several repairs and updates occurred on the Borealis Project:

- The electrowinning cell was updated with new anodes and cathodes, insulators and copper busbars. This update allows for increased gold recovery and reduced time in-circuit of gold-laden solution during the gold extraction process in the plant.
- Borealis' on-site laboratory underwent significant improvements and modifications, including the purchase and installation of two fire assay furnaces, a new crusher and pulverizer, and scales. The existing equipment was calibrated and updated, and a dedicated lab technician was hired.

- The pregnant pond, one of three ponds used for solution storage from the heap leach pad, underwent liner repairs, with dewatering work complete and pond liner repair contractor being mobilized to site. The pond was brought back online during the quarter ended April 30, 2025.
- Both sets of cascading carbon columns were emptied for inspection and repair.

During the Period of August 1, 2024, to April 30, 2025, RC drilling continued with a focus on confirmation and expansion of the known Graben, Jamie's Ridge, and Curro Duro mineralization. Assay results from this RC program are pending. External consultants have been actively compiling historical data from the Borealis project, much of which was in scanned or paper format, with the objective of modernizing the datasets for use in targeting software. Geological mapping and sampling programs have been ongoing, with a focus on a portion of the western side of the Borealis property dubbed Middle Earth. Objectives of this mapping program are to identify and follow mineralizing structures and alteration to the south under pediment cover to identify new drill targets.

On August 6th, 2024, Borealis announced receipt of conditional approval for listing its common shares on the TSX Venture Exchange under the symbol BOGO and that trading of said shares will begin on August 7th, 2024.

On August 28th, 2024, Borealis announced its first gold pour of 2024, comprising approximately 143 troy ounces of gold and 131 troy ounces of silver. The Company also announced a senior management change with Ms. Lisanna Lewis replacing Mr. Mike Dai as CFO.

On October 3rd, 2024, Borealis announced its second gold pour of 2024, comprising approximately 229 troy ounces of gold and 162 troy ounces of silver. The Company also announced the listing of its shares on the Frankfurt Stock Exchange under the symbol L4B0, along with the engagement of several investor awareness contractors.

On October 29th, 2024, Borealis announced the expansion of its Borealis Property in Nevada. This occurred through claim staking, which added 3.66 square miles to the previous 22.9 square mile land package: sixty-four new claims. These new claims are host to numerous grab samples containing anomalous to ore-grade oxide gold mineralization, which were confirmed by 14 drillholes, some of which contained meaningful gold mineralization over reasonable widths, all of which occur close to surface. These historical drill results include:

- 20 m of 0.55 g/t Au in BRB003 and 12 m of 0.62 g/t Au in BRB005, both from surface.
- 3 m of 1.51 g/t Au beginning at 12 m in BRB006.
- 12 m of 0.42 g/t Au beginning at 4.6 m in BRB004; and
- 10.7 m of 0.48 g/t Au beginning at 11 m in BRB008.

On November 12, 2024, Borealis reported drill results from the Graben drill program. Highlights of the report were 2.25 g/t Au over 99.1 m including 4.06 g/t Au over 21.3 m in DHBM011, 2.11 g/t Au over 36.6 m including 8.24 g/t Au over 4.6 m, and 2.06 g/t Au over 27.4 m further downhole on DHBM013, and 1.58 g/t Au over 45.7 m on DHBM008.

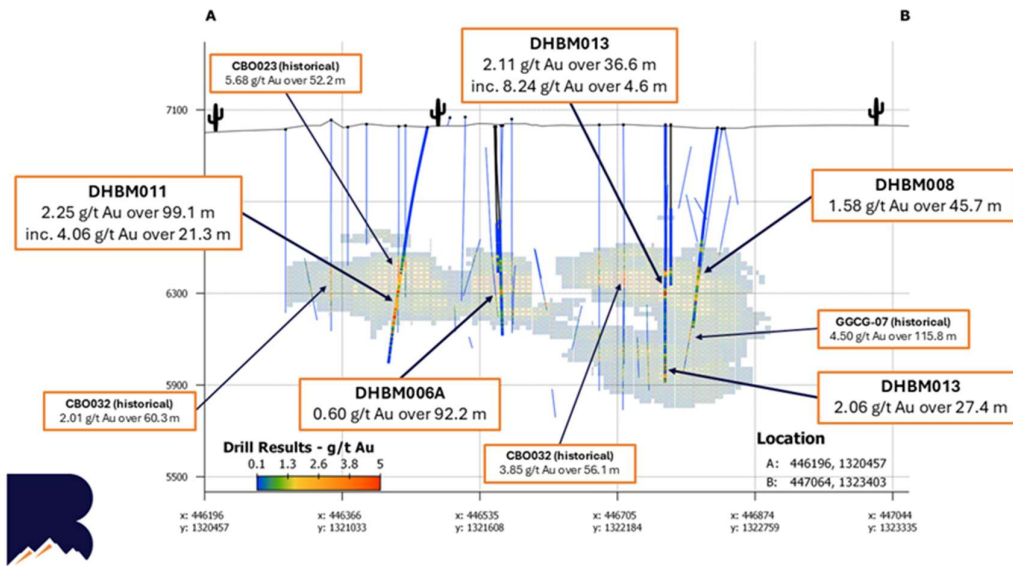


Figure 1 - Longitudinal section looking west of Graben results and historical 2011 block model. The section shown is 50 meters wide. Current drillholes are shown with wider traces and historical drillholes are shown with narrower traces.

During the quarter ended April 30, 2025, historical and recent spectral data were compiled, interpreted, and reported on. The spectral data was predominantly collected in the Middle Earth and Graben/Freedom Flats areas. Spectral data identified a potential previously unknown structure sub parallel to the Cerro Duro shear zone in the Middle Earth prospect area. This potential structure along with several other areas was noted for further geological investigation.

184 rock chip samples were taken across the Middle Earth prospect area to support mapping activities. Samples were sent to Paragon Geochemical in Sparks, NV for Au and multielement Geochem analysis.

Historical drill log and assay certificate digitization project was completed.

Mapping of the Middle Earth prospect area was completed, and several targets were identified for further geological evaluation.

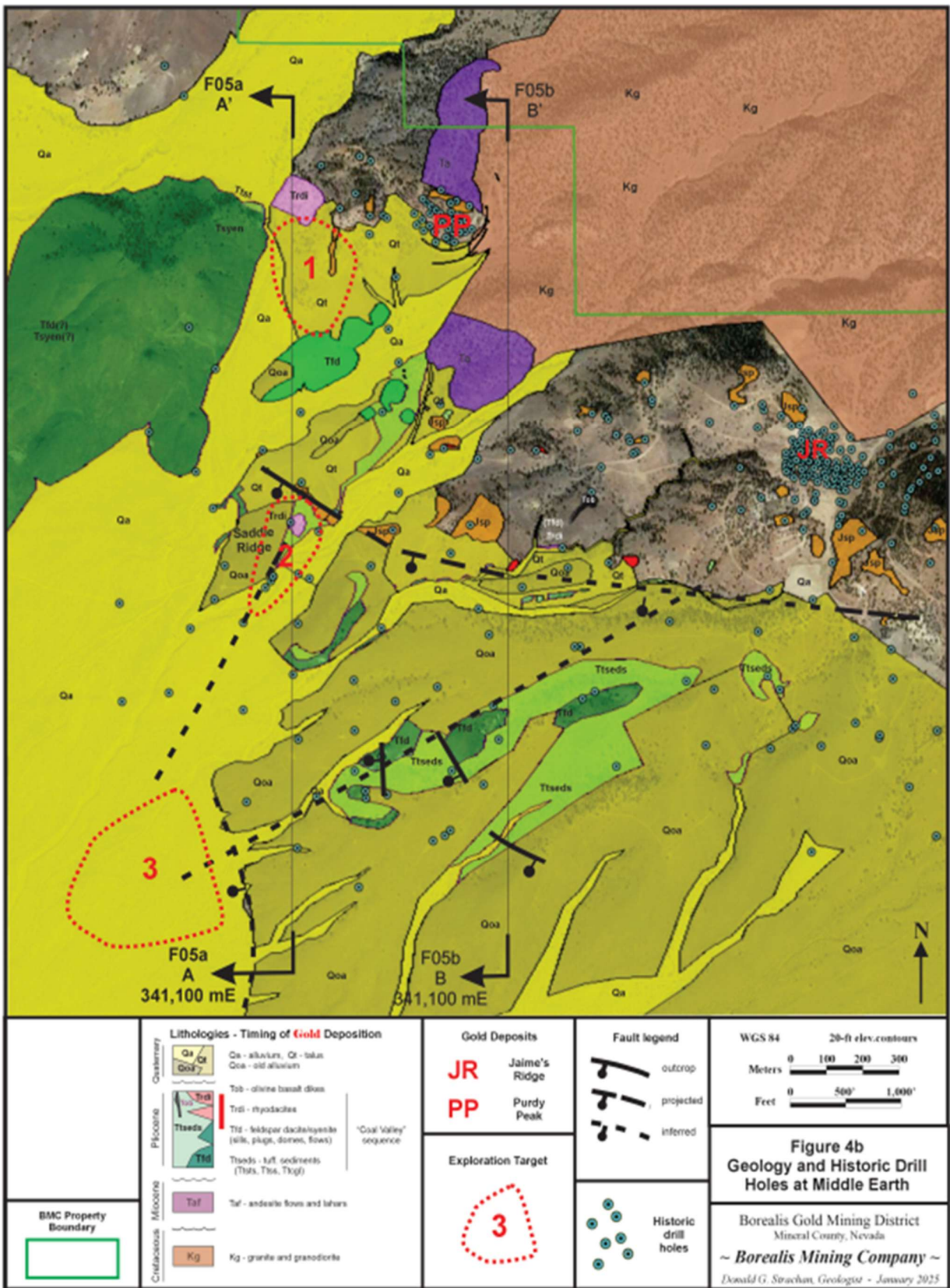


Figure 2 - Geological plan map of Middle Earth with new exploration targets in red.

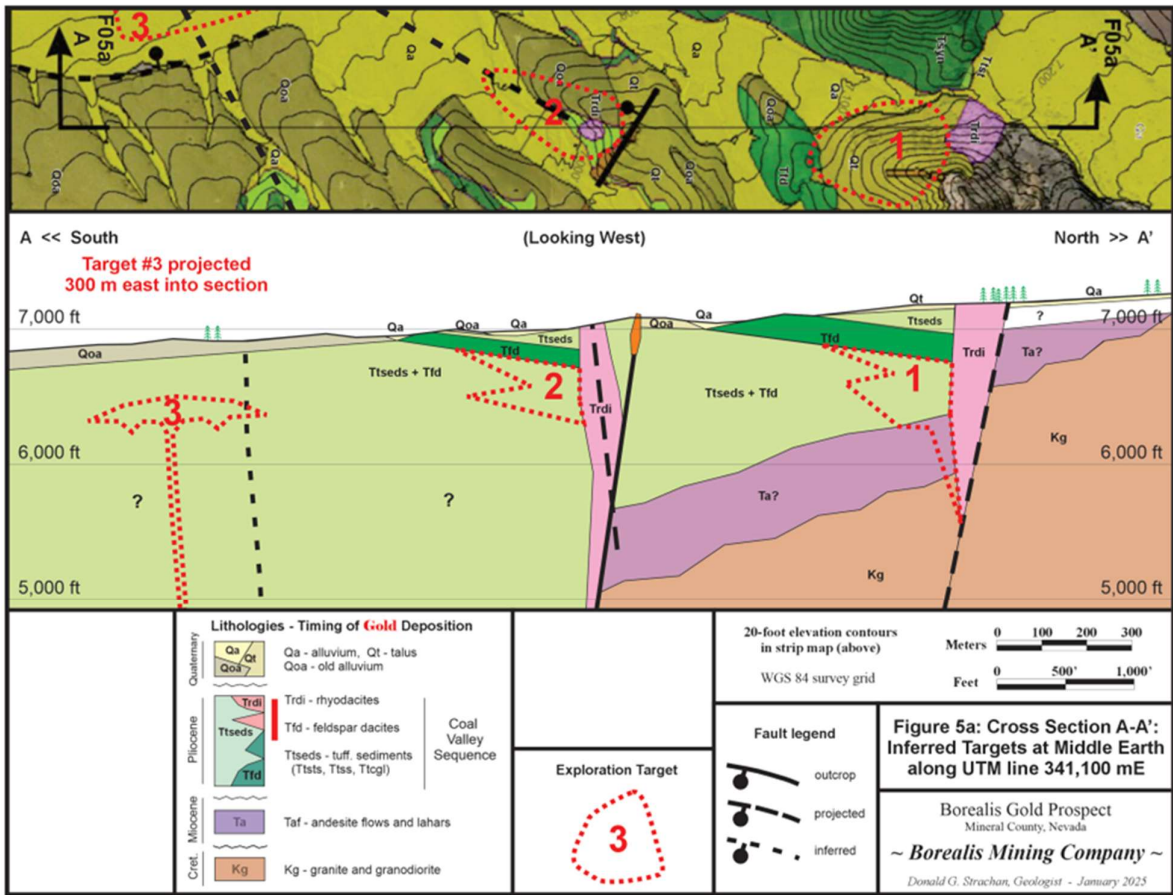


Figure 3 - Section view looking west of mapped and inferred geology and interpreted geometry of potential gold targets in Middle Earth.

VRIFY (consultancy retained in 2024) used their proprietary AI software to target areas of potential Au mineralization. The AI algorithm was trained using USGS geophysics data, Borealis drill data, rock chip Geochem, geophysics, mapping, and spectral data. The AI algorithm was run specifically on the Middle Earth prospect area and indicated several exploration targets, including 3 closely correlated to the targets inferred from mapping.

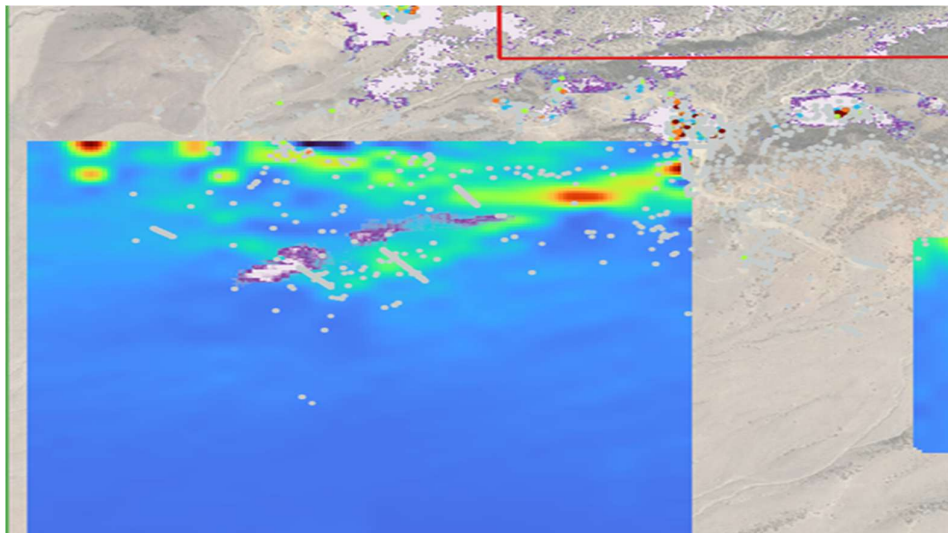


Figure 4 - Preliminary VRIFY AI targets in white to purple spectrum colors with 2007 IP Resistivity survey in the background. Drill samples in grey.

Borealis completed the RC drill program in the Jaimie's Ridge and Cerro Duro deposit areas. During this period, 2,605ft were drilled on 12 holes. This drill program tested the validity of historical drilling, expansion potential of the Cerro Duro deposit, and tested new targets along the structure between the two deposits, and a CSAMT anomaly to the south of Jaimie's Ridge. Promising alteration and lithology were noted in several holes, however as of April 30, 2025, Au assay and multielement Geochem results are still pending.

The Company continued its geological evaluation of the Middle Earth target area which began in 2024 and completed its mapping project west of the Northeast Ridge historical pit.

Highlights of the Northeast Ridge mapping project include the identification of several previously unknown structures and 14 rock chip samples including two high grade samples of 1.44ppm Au and 3.668ppm Au along a newly discovered structure and along strike with historical underground workings.

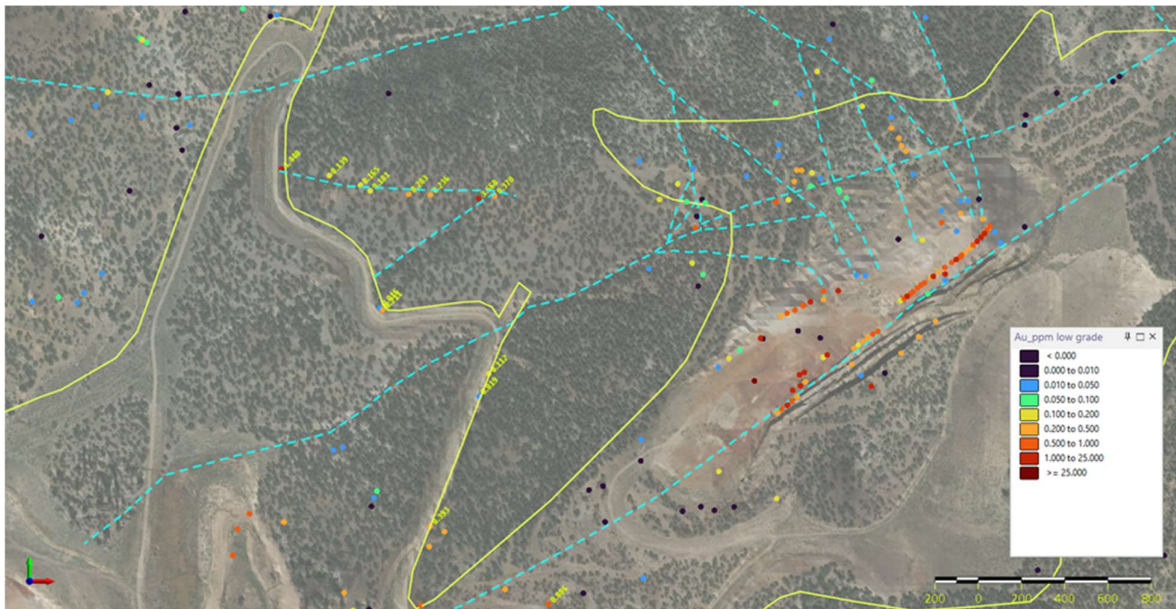


Figure 5 - Rock Chip sampling map of the Northeast Ridge area. The most recent rock chips samples are labelled

Borealis geological staff began, compiled, and completed a comprehensive exploration guide to the Borealis district using published cutting-edge research on epithermal Au systems, and historical Borealis data and literature. Accompanying core display boards were also constructed to help aid in future understanding and consistency between geologists on the Borealis project.



Figure 6 - Core board for historical hole BX-008 drilled into the original Borealis deposit in the 1980s.

ACQUISITION OF BOREALIS MINING COMPANY, LLC

On April 17, 2023, the Company completed the acquisition of 100% of the outstanding membership interests in Borealis Mining Company, LLC (“BMC LLC”), which owns the Borealis Project. The Company determined that it obtained control over BMC LLC on the acquisition date. The transaction was classified as an asset acquisition as the assets and liabilities acquired as part of this transaction did not meet the definition of a business.

The fair value of the consideration for its interest and the net assets acquired are as follows:

Cash	\$	100,000
Contingent consideration		5,013,307
<hr/>		
Total consideration		5,113,307

Identifiable assets acquired and liabilities assumed:

Cash and cash equivalents	5,489
Restricted cash	25,630
Prepaid expenses	194,417
Property and equipment	509,234
Accounts payable and accrued liabilities	(286,801)
Decommissioning obligation	(10,357,983)
<hr/>	
Mineral property interests acquired	15,023,321

The Company recognized the value of mineral properties acquired as project acquisition expense for the period. In conjunction with the acquisition, the Company incurred \$86,656 in legal fees that have been recorded as transaction costs in the period from November 17, 2022 (date of incorporation) to July 31, 2023. The Company estimated the useful lives of property, plant and equipment acquired to range between 1 to 2 years at the date of acquisition.

Pursuant to the transaction, the Company has committed to the following contingencies:

- i) Upon the completion of a future reverse takeover transaction (“RTO”) between the Company and an RTO target, the resulting issuer shall issue common shares to the seller of BMC LLC in the amount that is equal to the greater of:
 - a. 19.99% of the issued and outstanding common shares of the resulting issuer at the closing of the RTO; and
 - b. That number of common shares having value equal to \$5,000,000, based on the value of the resulting issuer’s common stock at the closing of the RTO.

On May 9, 2024, the Company issued 15,558,338 shares to satisfy this commitment. As at July 31, 2024, contingent consideration balance was \$Nil (as at July 31, 2023, the Company had accrued a total of \$5,000,000 for this contingency).

- ii) \$5,000,000 payable in cash upon publishing an NI 43-101 resource report for the sulphide portion of the BMC LLC property describing a resource of 2,800,000 or more ounces of gold equivalents.
- iii) \$2,500,000 payable in cash upon passing environmental assessment, permitting and approval for underground mining site.
- iv) \$7,500,000 payable in cash upon commercial production of sulphide ore at the BMC LLC property.

As at the date of acquisition and as at April 30, 2025, the Company has provided for the contingencies noted in (ii) to (iv) above in the amount of \$13,307 (July 31, 2024: \$13,307), reflecting management's estimate that the likelihood of these being paid is low.

- v) \$500,000 payable in cash if such an RTO transaction is not completed by October 17, 2023 (“RTO Deadline”). Subsequent to July 31, 2023, the parties amended the agreement, and the RTO Deadline was extended to April 15, 2024. During the year ended July 31, 2024, the contingency noted in (i) above was transferred by the seller to a third party, and this contingency was waived.

REVERSE ACQUISITION

On May 9, 2024, the Company completed an acquisition by way of a plan of arrangement under Division 5 of Part 9 of the Business Corporations Act (British Columbia) (the "Arrangement"). The Arrangement was carried out pursuant to an arrangement agreement dated February 6, 2024, between 1329300 B.C. Ltd. (the "Issuer"), 1000693081 Ontario Ltd., a wholly owned subsidiary of the Issuer and Borealis Mining Company Limited.

The closing of the Arrangement resulted in the Issuer acquiring all the issued and outstanding common shares in the capital of Borealis Mining Company Limited (each, a "Target Share"). The Target Shares outstanding immediately prior to the completion of the Arrangement have been cancelled, and the former holders of the Target Shares received common shares in the capital of the Issuer (each, an "Issuer Share"), resulting in the Issuer issuing an aggregate of 76,057,838 Issuer Shares (including 15,558,338 Issuer Shares to settle the contingent consideration).

In addition, the 13,288,900 common share purchase warrants of Borealis Mining Company Limited (each, a "Target Warrant") and 1,123,136 compensation options of Borealis Mining Company Limited (each, a "Target Compensation Option") have been cancelled, and the former holders of the Target Warrants and the Target Compensation Options received economically equivalent securities of the Issuer.

The Arrangement resulted in the non-diluted Issuer Shares being held as follows: (i) 76,057,838 Issuer Shares (approximately 97.77%) held by former shareholders of Borealis Mining Company Limited; and (ii) 1,737,745 Issuer Shares (approximately 2.23%) held by existing shareholders of the Issuer. The value of the 1,737,745 shares issued to shareholders of the Issuer were valued at \$575,468, based on the estimated fair value of the shares which were estimated using the most recent financing completed by Borealis Mining Company Limited prior to the Arrangement.

In connection with the closing of the Arrangement, Borealis Mining Company Limited and 1000693081 Ontario Ltd. amalgamated pursuant to the provisions of the Business Corporations Act (Ontario), and the resulting entity has become a wholly owned subsidiary of the Issuer, which was renamed Borealis Holdings Inc. ("BHI"), and which carries on the previous business of Borealis Mining Company Limited. In addition, the Issuer has changed its name to Borealis Mining Company Limited.

This transaction was accounted for as a reverse acquisition of the Issuer by Borealis Mining Company Limited and the purchase price allocation was determined as follows:

Shares issued	\$ 575,468
<hr/> Total consideration	<hr/> 575,468
Identifiable assets acquired and liabilities assumed:	
Accounts payable and accrued liabilities	(92,576)
<hr/> Listing expense	<hr/> 668,044

ACQUISITION OF GOLD BULL RESOURCES (the "GB Acquisition")

On March 13, 2025, the Company completed the acquisition of 100% of Gold Bull Resources Corp. ("Gold Bull"), which owned the Sandman Project (held by Sandman Resources Inc) and Big Balds Project (held by GRU Resources Corp), from an arm's length party. The Company determined that it obtained control over Sandman Resources Inc ("Sandman") and GRU Resources Corp ("Big Balds") on the acquisition date. The GB Acquisition was classified as an asset acquisition as Gold Bull did not meet the definition of a business.

The fair value of the consideration for its interest and the allocation of the purchase price are as follows:

Shares	Note 10 (f)	\$ 6,142,337
Options	Note 10 (f)	150,546
Warrants	Note 10 (g)	894,068
Total consideration		7,186,951
Allocation of the purchase price:		
Cash and cash equivalents		29,611
Accounts receivable		4,424
Prepaid expenses		50,322
Reclamation bond		470,923
Accounts payable and accrued liabilities		(256,105)
Total purchase price		(299,175)
Mineral property interests acquired		6,887,776

The Company recognized the value of mineral property interests acquired as project acquisition expense for the period.

SELECTED FINANCIAL INFORMATION

	For the three months ended April 30, 2025	For the three months ended April 30, 2024	For the nine months ended April 30, 2025	For the nine months ended April 30, 2024
	\$	\$		\$
Revenue	616,252	-	2,583,142	865,494
Net loss	(1,806,370)	(1,888,370)	(13,831,827)	(3,921,843)
Comprehensive loss	(1,637,290)	(1,922,216)	(13,707,084)	(4,048,955)
Net loss per share (basic and diluted)	(\$0.02)	(\$0.03)	(\$0.12)	(\$0.08)

	As at April 30, 2025	As at July 31, 2024
	\$	\$
Total Assets	9,910,851	7,374,188
Working Capital	5,793,519	4,103,274
Total non-current liabilities	10,725,030	10,694,234

Since inception, the Company has incurred losses while advancing its business plan. The comprehensive loss for the nine months ending April 30, 2025, was \$13,707,084 (April 30, 2024: loss of \$4,048,955).

As at April 30, 2025, the Company had not yet achieved profitable operations, has accumulated losses since its inception, and expects to incur further losses in the development of its business. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to conduct its planned business, meet its on-going levels of corporate overhead and discharge its liabilities as they come due. The Company has been successful in raising funds, therefore, the Company's ability to obtain additional financing is enough to assume that the Company will continue as a going concern, however there is no certainty this will occur in the future at terms acceptable to the Company.

RESULTS OF OPERATIONS

	For the three months ended April 30, 2025	For the three months ended April 30, 2024	For the nine months ended April 30, 2025	For the nine months ended April 30, 2024
	\$	\$	\$	\$
Exploration and evaluation costs	328,147	1,153,650	1,572,581	2,040,226
Operating expenses	(9,905)	179,079	364,460	572,675
Consulting and professional fees	752,876	153,833	3,132,567	503,563
General and administrative	594,340	261,852	1,800,847	792,862

Exploration and evaluation costs are provided in additional detail below:

	For the three months ended April 30, 2025	For the three months ended April 30, 2024	For the nine months ended April 30, 2025	For the nine months ended April 30, 2024
	\$	\$	\$	\$
Drilling	19,963	960,193	808,967	1,578,339
Personnel	110,890	174,474	351,901	408,542
Travel	1,327	11,656	13,555	33,847
Contractors / Consultants	33,899	-	233,357	-
Other	6,032	7,327	8,765	19,498
Claim Staking Cost	156,036	-	156,036	-
	328,147	1,153,650	1,572,581	2,040,226

The Company incurred \$328,147 and \$1,572,581 in exploration and evaluation costs for the three- and nine-months ending April 30, 2025, respectively. A decrease in both comparative periods of \$825,303 and \$467,645 respectively. The Company's drilling program on the project was in full operation in three and nine months ended April 30, 2024, and had no activity in the current quarter and 4 months in the current fiscal year.

Operating expenses for the nine months ending April 30, 2025, were \$364,460, a decrease over the comparative period of \$188,984. Operating expenses for the three months ended April 30, 2025, were \$(9,905); a decrease of the comparative period of \$208,215.

Consulting and professional fees for the three- and nine-months ending April 30, 2025, were \$752,876 and \$3,132,567 respectively. This increase over the comparative periods of \$599,043 and \$2,629,004 respectively is primarily due to share-based awards granted during this fiscal year.

General and administrative expenses are provided in additional detail below:

	For the three months ended April 30, 2025	For the three months ended April 30, 2024	For the nine months ended April 30, 2025	For the nine months ended April 30, 2024
	\$	\$	\$	\$
Advertising and Marketing	149,771	180,239	663,127	672,079
Personnel	135,221	-	135,221	-
Office and General	221,675	36,885	871,607	39,930
Travel	89,324	47,278	132,750	82,452
Foreign Exchange	(1,651)	(2,550)	(1,858)	(1,599)
	594,340	261,852	1,800,847	792,862

Advertising and Marketing remained constant throughout both periods of the three- and nine-months ending April 30, 2025, compared to the comparative periods as the Company continues to focus on promotion of the Borealis assets. A newly added category this quarter of personnel which captures US administrative staff hired in this fiscal year. A significant increase in office and general expenses during the three- and nine-months ending April 30, 2025, when compared to comparative periods. This increase is primarily due to the Borealis Project ramping up on administrative staff and functionality such as contracting third party IT and environmental services, addition of mine site trucks, geological and engineering software, property taxes and mine site insurance. Additionally, during the transition of CFO's, the outgoing and incoming CFO's were both paid from September to December 2024.

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2025, the Company had cash of \$4,515,243 (July 31, 2024 - \$2,633,977) and working capital of \$5,793,519 (July 31, 2024: \$4,103,274). The Company has sufficient working capital on hand to pay all commitments costs required to move the business forward in the next twelve months. The company has operating losses and negative cash flows from operations. The Company will remain reliant on capital markets and production commencing in June 2025 for future funding to meet its ongoing obligations.

RELATED PARTY TRANSACTIONS

Related parties are defined as management and directors of the Company and/or members of their immediate family and/or other companies and/or entities in which a board member or senior officer is a principal owner or senior executive. Other than disclosed elsewhere in the consolidated financial statements, related party transactions and balances are as follows:

	For the three months ended April 30, 2025	For the nine months ended April 30, 2025	For the three months ended April 30, 2024	For the nine months ended April 30, 2024
	\$	\$	\$	\$
Short-term compensation	110,678	330,613	103,428	310,668
Share-based compensation	3,621	1,375,579	-	-

During the period ending April 30, 2025, management of the Company received 3,700,000 option grants and 110,000 RSUs.

SUBSEQUENT EVENTS

On April 22, 2025, Anthony Makuch resigned as Non-Executive Chairman of the board and Robert Buchan was appointed.

On May 21, 2025, the Annual General Meeting was held for BMCL; Anthony Makuch did not stand for re-election to the board of directors, all other current officers and directors were re-elected.

On May 22, 2025, 20,460 warrants were exercised for gross proceeds of CAD\$8,800.

On June 4, 2025, 114,038 options were exercised for gross proceeds of CAD\$57,019.

On June 10, 2025, 35,000 warrants were exercised for gross proceeds of \$10,998 (CAD\$15,050).

On June 16, 2025, 12,600 options were exercised for gross proceeds of CAD\$6,300.

EQUITY

The Company's authorized share capital consists of an unlimited number of common shares. As at the date thereof, please see the table below for information regarding the outstanding share capital of the Company.

Type of security	Number outstanding
Common shares	115,400,019
Warrants	29,177,785
Agent's options	3,156,488
Stock Options	5,802,000
RSUs	325,000
Fully diluted	153,861,292

RISK OF FINANCIAL INSTRUMENTS

The Company is exposed to various financial risks in its financial instruments resulting from both its operations and its investment activities. The Company's management manages financial risks. The Company does not enter into financial instrument agreements, including derivative financial instruments, for speculative purposes. The Company's main financial risk exposures and its financial policies are as follows:

Credit Risk

Credit risk is the risk of a potential loss to the Company if one party of a financial instrument fails to meet its contractual obligations. The maximum credit exposures at April 30, 2025, are the carrying amount of cash. To reduce credit risk, all significant cash balances are placed with major, reputable, Canadian and U.S. financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities. The Company manages liquidity risk through the effective management of its capital structure. The Company's approach to managing liquidity is to ensure that it will always have sufficient liquidity to settle obligations and liabilities when due. The Company has the following undiscounted contractual obligations:

	Less than 1 year	2 to 3 years	4 to 5 years	Greater than 5 years	Total
	\$	\$	\$	\$	\$
Accounts payable and other payables	1,136,209	-	-	-	1,136,209
Decommissioning obligations	-	11,512,644	66,607	70,116	11,649,367
April 30, 2025	1,136,209	11,512,644	66,607	70,116	12,785,576

Commodity Price Risk

The Company is exposed to fluctuations in commodity prices as its ability to monetize inventory is impacted by prevailing gold prices.

Currency Risk

The Company is subject to currency risk on its financial instruments which are denominated in a currency that is not the same as the functional currency of the entity that holds them. Exchange gains and losses would impact profit or loss. At April 30, 2025, the Company held CAD\$4,444,735 in Canadian currency. A 10% change in the CADUSD foreign exchange rate would have following impact (in US\$) on the balance held in CAD\$:

	\$ Impact
10% increase	(292,548)
10% decrease	357,558

Interest Rate Risk

Interest rate risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Currently, the Company has no assets or liabilities with a variable interest rate. Financial assets and financial liabilities that bear interest at fixed rates are subject to fair value interest rate risk. As at April 30, 2025, the Company did not have any outstanding loans and borrowings that are subject to variable interest rates.

Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The classification of the financial instruments as at April 30, 2025, as well as their gross carrying values, are shown in the table below:

	Classification	Measurement (\$)
Financial assets at amortized cost		
Cash	Amortized cost	4,515,243
Deposits	Amortized cost	2,755,092
Accounts receivable	Amortized cost	328,214
Total financial assets		7,598,349
Financial liabilities at amortized cost		
Accounts payable and accrued liabilities	Amortized cost	1,136,209
Contingent consideration	Amortized cost	13,307
Total financial liabilities		1,149,516

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs to fair value measurements. The three levels of hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs for the asset or liability that are not based on observable market data.

There have been no transfers between fair value levels during the three months ending April 30, 2025.

Cash, accounts payable and all other current payables are all short-term in nature and, as such, their carrying values approximate fair value.

As at April 30, 2025, there were no financial assets or liabilities measured and recognized in the consolidated statements of financial position at fair value.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING POLICIES AND USE OF ESTIMATES

See notes 3 and 4 of the Company's consolidated financial statements for the year ended July 31, 2024, for more information.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

See note 3 of the Company's condensed consolidated interim financial statements for the three- and nine-months ending April 30, 2025, and notes 3 and 4 of the Company's consolidated financial statements for the year ended July 31, 2024, for more information.

RISKS AND UNCERTAINTIES

There are various risk factors that could cause the Company's future results to differ materially from those described in this MD&A. The risks and uncertainties described below are those the Company currently believes to be material, but they are not the only ones the Company faces. If any of the following risks, or any other risks and uncertainties that the Company has not yet identified or that it currently considers not to be material, occur or become material risks, the Company's business, financial condition, results of operations and cash flows, and consequently the price of the Shares, could be materially and adversely affected. See "Risk Factors" in the Company's filing statement dated July 29, 2024.