VANADIUMCORP RESOURCE INC.

FORM 51-102F1

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE-MONTH PERIOD ENDED JULY 31, 2024

INTRODUCTION

This Management's Discussion and Analysis ("MD&A"), prepared as of August 28, 2024, reviews and summarizes the activities of VanadiumCorp Resource Inc. ("VanadiumCorp" or the "Company") and compares the financial results for the three-month and nine-month periods ended July 31, 2024, with those of the three-month and nine-month periods ended July 31, 2023. This information is intended to supplement the unaudited condensed interim consolidated financial statements for the nine months ended July 31, 2024, and the related notes thereto, which have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar amounts included in this MD&A are stated in Canadian dollars unless otherwise indicated.

FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking statements and information relating to VanadiumCorp and its operations that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "budget", "estimate", "expect", "intends", "plans", "potential", and similar expressions, as they relate to the Company or its management and operations, are intended to identify forward-looking statements.

These forward-looking statements or information relate to, among other things: the Company's future financial and operational performance; the sufficiency of the Company's current working capital, anticipated cash flow or its ability to raise necessary funds; the anticipated amount and timing of work programs; our expectations with respect to future exchange rates; the estimated cost of and availability of funding necessary for sustaining capital; forecast capital and non-operating spending; and the Company's plans and expectations for its property, exploration and community relations operations.

These forward-looking statements and information reflect the Company's current beliefs as well as assumptions made by, and information currently available to the Company and are necessarily based upon a number of assumptions that, while considered reasonable by the Company, are inherently subject to significant operational, business, economic, competitive, political, regulatory, and social uncertainties and contingencies. These assumptions include cost estimates for exploration programs; cost of drilling programs; prices for base and precious metals remaining as estimated; currency exchange rates remaining as estimated; capital estimates; our expectation that work towards the establishment of mineral resource estimates and the assumptions upon which they are based will produce such estimates; prices for energy inputs, labour, materials, supplies and services (including transportation); no labour-related disruptions at our operations; no unplanned delays or interruptions in scheduled work; all necessary permits, licenses and regulatory approvals for our operations being received in a timely manner and can be maintained; and our ability to comply with environmental, health and safety laws, particularly given the potential for modifications and expansion of such laws. The foregoing list of assumptions is not exhaustive.

Forward-looking statements and information involve known and unknown risks, uncertainties, assumptions, and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results or events to differ materially from those expressed or implied in the forward-looking statements (see "Risks and Uncertainties" in this MD&A), there may be other factors which could cause results not to be as anticipated, estimated, described, or intended. Investors are cautioned against attributing undue certainty or reliance on forward-looking statements or information.

Forward-looking statements and information contained herein are made as of the date of this MD&A. The Company does not intend and disclaims any obligation to update or revise forward-looking statements or information, whether as a result of new information, future events, or to reflect changes in assumptions or circumstances or any other events affecting such statements or information, other than as required by applicable law.

RESERVES AND RESOURCES

National Instrument 43-101 ("43-101") of the Canadian Securities Administrators – Standards of Disclosure for Mineral Projects – requires that each category of mineral reserves and mineral resources be reported separately. Readers should refer to VanadiumCorp's continuous disclosure documents available at www.sedar.com for this detailed information, which is subject to the qualifications and notes therein set forth.

DESCRIPTION OF BUSINESS

VanadiumCorp Resource Inc. (VanadiumCorp") is a Canadian critical metals company in the expanding energy storage space. We support the critical-metals supply chain of a new generation of long-duration Vanadium Flow Batteries ("VFBs") targeting the decarbonization of electrical grids:

a) **Industrial:** the Company's Plant No. 1 in Val-des-Sources, Québec, a pilot plant, came on-stream in Q2 2024, producing high-purity vanadium electrolyte for Vanadium Flow Battery ("VFB") Original Equipment Manufacturer(s) ("OEM")s. The Company is scoping a proposed Plant No. 2 with a significant increase in capacity.

b) **Exploration:** the Company's strategic mineral deposit of vanadium-titanium-iron at Lac Doré, Chibougamau, Québec, holds the potential to provide a stable supply of titanium, iron and vanadium for electrolyte production for decades, contingent on the identification of appropriate production technologies and a Positive Feasibility Study and successful permitting, development and financing.

c) **Strategy:** Enter downstream electrolyte manufacturing now, during the lift-off phase of VFB deployment worldwide, followed by our mine production when we have established a vanadium electrolyte market share.

By commencing the production of electrolytes in 2024, we demonstrate VanadiumCorp's commitment to value-added critical metal processing in Québec. Demand for energy storage is soaring and will likely require long-duration energy storage systems costing trillions of U.S. dollars by 2050. Vanadium flow batteries serve a segment of the long-duration energy storage (LDES) (10+ hours) market that other technologies cannot economically target. Three-quarters of the installed base of VFBs was commissioned in the last two years. For background on the VFB, please see, for example, the Sumitomo Electric presentation: (https://youtu.be/TSsqCazP1V0).

Economic and high-quality electrolyte supply is challenging the deployment of VFBs. Manufacturers seek secure supply sources and stable pricing of vanadium electrolytes.

Our assets are in Québec, one of the world's best mining jurisdictions, and which is highly supportive of battery technology centers. VanadiumCorp has the support of PRIMA, the Québec government critical materials agency, which, in May 2023, provided a grant to support our electrolyte manufacturing pilot plant.

Vanadium electrolyte manufacturing in North America is only in the early stages. VanadiumCorp plans to operate Plant No. 1 in Québec to demonstrate quality and production capability.

QUALIFIED PERSON

Mr. Paul McGuigan, P. Geo., of Cambria Geosciences Inc., a Qualified Person under N.I. 43-101 and a senior consulting geoscientist, has reviewed and approved the technical disclosure in this MD&A.

THE COMPANY

VanadiumCorp was incorporated under the British Columbia *Business Corporations Act* as Homestead Resources Inc. on October 23, 1980. The Company and its subsidiaries are engaged in the production and sale of high-purity vanadium electrolyte and in the acquisition and exploration of mineral properties in Canada with a primary focus on the exploration of the Lac Doré and Iron-T Properties in Québec that are mostly prospective for vanadium, titanium, and iron. The Company is also engaged in research in novel hydrometallurgical processes for recovering vanadium, iron, and titanium products from various feedstocks (principally titanomagnetite) and industrial waste streams.

The Company has commissioned a pilot plant, called Plant No. 1, that is producing vanadium electrolyte for sample test purposes and for commercial sale. The Company's mineral property interests have not reached the development stage or commercial production. To continue the process of the production and sale of vanadium electrolyte, the mineral exploration programs and maintain its mineral property interests and develop future projects beyond the exploration stage, the Company will need additional funding.

The Company's registered office is Suite 1201 – 1166 Alberni St., Vancouver, British Columbia, V6E 3Z3. The Company is a publicly traded junior resource company on the TSX Venture Exchange, where its trading symbol is "VRB". The Company's trading symbol on the Frankfurt Stock Exchange is "NWN.F".

On March 11, 2022, Adriaan Bakker was removed as CEO of the Company and Paul McGuigan was appointed the CEO. On July 1, 2024, Paul McGuigan resigned as CEO of the Company. On July 2, 2024, at the meeting of the Board of Directors following the Annual General Meeting of shareholders, Ian Mallory was appointed the new CEO of the Company.

MINERAL PROPERTIES

Iron-T Property, Québec

The Iron-T Property is located in the Nord-du-Québec administrative region in the Province of Québec, approximately 15 km east of Matagami and 780 km northwest of Montréal. The Property straddles the townships of Isle-Dieu, Lozeau, Galinée and Comporté on NTS map sheets 32F11 (Rivière Opaoca), 32F12 (Ile Bancroft), 32F13 (Matagami) and 32F14 (Lac Olga).

All mineral titles are held 100% by the Company. The Property currently consists of one block of 86 claims staked by electronic map designation ("map-designated cells"), for an aggregate area of 4,789 hectares. The vendors will receive a 3% net smelter return ("NSR") royalty, which the Company may purchase at its discretion, 1½% of the net smelter return royalty for $500,000. The Company also retains a first right of refusal on the balance of the net smelter return royalty.

The Company has performed minimal work on the Iron-T Property since 2014. Several mining companies have conducted exploration work since 1958 on or near the Iron-T Property. The main interest was on base metals mineralization following initial discoveries in the Matagami mining camp. VanadiumCorp (named Apella Resources Inc. at the time) first worked on the Iron-T Property in 2007. The Company reviewed the historical diamond drilling completed on the Iron-T Property from existing historical logs, sections, and maps. Juna Mining & Exploration Ltd, SDBJ and Noranda generated the most significant drilling results regarding oxide mineralization. Maxime Dupéré, P.Geo. of SGS Geostat validated that historical drilling information.

In 2009, VanadiumCorp completed a first and second drill campaign totalling 27 diamond drill holes and two trenches totalling 3,470 meters. This drilling to May 13, 2010, was utilized in a maiden mineral resource estimation (the "2010 MRE") issued by Maxime Dupéré, P.Geo. of SGS Geostat, titled, "Technical Report Vanadium-Titanium-Iron Resource Estimation of the Iron-T Property Matagami Area, Québec, Canada." The report presented a historical mineral resource measuring 11.63 Mt bearing 37.88% Fe2O3, 6.33% TiO2 and 0.40% V2O5 in the inferred category using a cut-off grade of 0.48% V2O5. This historical estimate is not considered a current estimate by the Company. The Company does not rely upon the historical mineral resource estimate.

The 2010 MRE recommended continuing drilling and provided a budget estimate of $2,623,500. The SGS budget includes 11,000 meters of diamond drilling, excluding numerous program support costs, which would be an additional cost.

By July 21, 2010, VanadiumCorp had completed a third drilling campaign totalling over 2,349 meters and sampling three trenches in the Lac Olga-Ouest mineralized zone.

In 2011, a mineral resource estimate (the "2011 MRE") was issued on behalf of the Company for the Lac Olga-Ouest mineralized occurrence (the "Genesis Zone"). A report by M. Dupere, P.Geo. of SGS Canada Inc. – Geostat, titled "Technical Report – Resource Update of the Iron-T Vanadium-Titanium-Iron Property, Matagami Area, Québec " dated May 19, 2011 stated that the zone contains 14.37 Mt bearing 39.04% Fe2O3, 6.55% TiO2 and 0.42% V2O5 in the inferred category using a cut-off grade of 0.48% V2O5. *This historical estimate is not considered a current estimate by the Company.*

The 2011 MRE was prepared using the results of the 2009-2010 drilling program. However, the Company conducted further drilling in 2011, and these results were not included in the resource estimate.

Drilling programs from 2009 to 2011 revealed a further potential for mineralization on the Property.

- Specifically, down-dip and step-out drill holes intersected mineralization with similar grades to those from the 2011 resource area, thereby demonstrating that the Main Zone remains open at depth and along trend.
- Several holes drilled in the Lac Shallow-Ouest area in the western half of the Property intersected V-Ti-Fe mineralization with similar features to the Lac Olga-Ouest showing, specifically the grades, the geological setting, and the coincident broad geophysical signature.
- Consistent drill results, trench samples and aeromagnetic responses along the entire 22 km strike length indicate remarkably similar geology to the Lac Doré Property, including virtually no impurities and exceptional metallurgical recoveries.

Priority for exploration shifted to the Company's Lac Doré Property in 2013, and the Iron-T Property was put on maintenance only.

The Iron-T Property is located within the Matagami volcanic complex in the northern part of the Abitibi Greenstone Belt, which represents one of several E.W. trending belts composed of a series of volcanic, sedimentary, and intrusive rocks within the Superior Province. Sharpe (1968) defined the stratigraphy of the Matagami area and identified two Archean volcanic packages, the Watson Lake Group marking the first of two phases of Archean volcanism characterized by the extrusion of bimodal Fe-rich, tholeiite volcanic rocks. The overlying Wabassee Group is characterized mainly by calc-alkaline basaltic to andesitic volcanics with some localized felsic units near its base.

The Watson Lake and Wabassee groups are intruded by the Bell River Complex, a large, 750 km2 layered synvolcanic intrusion dated 2724.6 ± 2.5 Ma (Mortensen, 1993). The Iron-T Property includes a few historical V-Ti-Fe mineralized occurrences and showings in the Bell River Complex (e.g., Lac Olga-Ouest and Lac Shallow-Ouest), as well as magmatic Cu-Ni mineralization (Lac Shallow-Est).

Geological setting and mineralization encountered on the Iron-T Vanadium-Titanium-Iron Property located in the Bell River Complex indicate many similarities with typical large magmatic Fe-Ti-V oxide deposits associated with a layered intrusive complex consisting mainly of layered and massive concentrations of titanomagnetite, titaniferous magnetite, magnetite, and ilmenite.

The vanadium mineralization is associated with titanomagnetite, magnetite and ilmenite layers within the layered ferrogabbro zone. Vanadium is mainly associated with titanomagnetite and magnetite mineral species.

Taner et al. (1998) conducted a mineralogical and petrological study of vanadium mineralization in the Bell River and Lake Doré Complex. This study indicates that vanadium mineralization is associated with magnetite and ilmenite layers within the layered ferrogabbro zone of the upper part of the Bell River Complex. The oxide-rich gabbro horizons varying in width from 10 to 100 m clearly appear on the airborne regional magnetic survey. The oxide-rich gabbro is a mineralized cumulate forming either homogeneous horizons with disseminated oxide mineral contents ranging from 20 to 60% or massive homogeneous layers with oxide mineral contents varying from 60 to 90%. Massive oxide mineralized bands are interlayered with poorly mineralized gabbro forming pluri-centimetric to decimetric scale interlayers. The mineralized layering of the gabbro dips north from 75˚ to 85˚.

On October 30, 2019, the Company announced it had entered into an agreement (the "Agreement") with 11626191 Canada Inc., a private company (the "Private Company") whereby the Company can earn a 100% interest in the Property. On March 12, 2020, the Company announced in a press release that the transaction had closed.

Private Company had the right to:

- Earn a 75% interest on completion of \$5 million in exploration expenditures and \$1 million in cash and stock payments to VanadiumCorp before the 4th anniversary of the signing of the Agreement ("First Option");
- Earn an additional 10% interest on completion of a preliminary economic assessment ("Second Earn-in"); and
- Earn an additional 15% interest on completion of a positive feasibility study ("Third Earn-in").

After receipt of \$25,000 upon signing a Letter of Intent, the Private Company defaulted on its commitments and as of October 31, 2021, the Agreement has been terminated.

In Q2, 2023, the Company conducted minor surface exploration and sampling on the southern fringe of the Property on a second linear zone of titanomagnetite-bearing intrusive layers. No significant vanadium results were obtained.

Lac Doré Property, Québec

The Company holds 100% ownership in the Lac Doré vanadium, iron and titanium property ("Lac Doré Property"). The Lac Doré Property is located approximately 27 km east-southeast from the City of Chibougamau, in Eeyou Istchee James Bay Territory, Nord-du-Québec administrative region, Province of Québec, Canada. The center of the Property lies at approximately Latitude 49°50'N, Longitude 74°0'W. The Property comprises two discontinuous groups of claims that straddle the border between National Topographic System (NTS) map sheets 32G-16 and 32H-13:

- Lac Doré Main, holding mineral tenures over the Lac Doré deposit, comprises 23 claims of 648.8 hectares area.
- Lac Doré North to the north, straddling strike extensions of the Lac Doré deposit, comprises 15 claims of 701.9 hectares area.
- Lac Doré Extension abuts Lac Doré North and is mostly west of the Main/North mineralized horizon. It comprises 86 claims of 4,789.0 hectare area. The Company recently abandoned 2,116.8 hectares of claims in the northwestern extremity because they are not mineralized.

The Lac Doré Property is located at the northeast end of the Abitibi greenstone belt, which is host to several Archaean mafic intrusions, including the Lac Doré Complex (LDC) near Chibougamau, which has been emplaced into volcano-sedimentary host rocks and has in turn been intruded by the felsic Chibougamau Pluton.

The LDC is a layered mafic complex and is comparable (albeit smaller) to other better-known complexes, such as the Bushveld Complex in South Africa. The Lac Doré Property area (located in the Layered Zone of the LDC) is underlain by anorthosite, gabbro, magnetitite, and pyroxenite in varying proportions.

Magnetite deposits in layered complexes such as at Lac Doré are formed through primary magmatic processes, and the magnetite-bearing units (as well as the intervening mafic rocks that may contain minor amounts of magnetite) are generally continuous along strike. This is the case at Lac Doré, where magmatic layering has formed several magnetite-rich or magnetite-poor lithology zones. Based on the detailed correlation of lithological units logged during the 2019-2020 exploration campaign, a magmatic stratigraphy comprising nine units has been defined (P.O., P1, P2-LOW, P2-A, P2-PART, P2-B, P2-HW P3, P3-HW).

Mineralization is in the form of vanadiferous-titanomagnetite (VTM), which forms a significant proportion of the lithologies and in some cases, may make up close to 100% of the lithological unit. Each mineralized zone varies in thickness across the 3 km of strike, as outlined, and the entire mineralized zone varies between 200 m and 300 m in thickness. The lithologies and overall magmatic stratigraphy dip at approximately 50--60° to the southeast and have been drill-tested to depths of at least 220 m below the surface.

The concentration of vanadium and titanium within the magnetite varies with stratigraphic elevation. The magnetite from stratigraphically lower units (P1, P2-LOW) are more enriched in vanadium and has relatively low titanium levels, whereas stratigraphically higher levels (P3) have lower vanadium and higher titanium in magnetite. Titanium and vanadium levels in magnetite remain relatively constant within units and along strike.

The Lac Doré magnetite deposit was discovered in 1948 through an aeromagnetic survey and has since been the subject of exploration by several companies with work carried out, including mapping, channel sampling, drilling, metallurgical test work, resource estimates, and feasibility studies.

Before 2019, historical exploration work considered most relevant are:

- A 1997 stripping and sampling program by McKenzie Bay Resources Ltd. (McKenzie Bay), including sampling and assaying of 1734 diamond-cut samples along a series of northwest-southeast lines.
- Drilling programs carried out by SOQUEM Inc. (SOQUEM) that began in 1979.
- Seven drillholes completed by McKenzie Bay on the ground now held by the Company (i.e. within the current claim holdings).
- Four drillholes were completed by the Company (recorded as PacificOre Mining in the assessment filing registry) in 2013.
- The Company carried out several ground magnetic surveys between 2009 and 2013.

From 2019 to 2020, VanadiumCorp made 37 new diamond drill holes (9,601.8m), resampled the old drill core and cut new surface channel samples, managed by InnovExplo Consultants. The Company commissioned an airborne Laser Imaging, Detection, And Ranging" (LiDAR) survey in 2020, and a detailed digital terrain model (DTM) has been prepared from that data.

The Company retained CSA Global Consultants Canada Limited ("CSA"), with Dr. Luke Longridge, P. Geo. as the lead consultant for a Technical Report titled "Lac Doré Project, Chibougamau, Québec, Canada, Dec. 10, 2020." The full technical report is available on the Company's website and SEDAR.

Drilling at the Lac Doré Project was carried out in September and October 2019 by Miikan Drilling Ltd of Chibougamau. An independent surveyor surveyed drill collars. A gyro-based Reflex instrument took downhole azimuth and dip measurements every run.

Core was split using a diamond saw and sampled predominantly at 1.5 m intervals. Samples were shipped to SGS Canada Inc.'s facilities in Val d'Or and Québec City, Québec for preparation, and were analyzed using x-ray fluorescence (XRF) spectroscopy at SGS Canada Inc.'s Lakefield facility for Whole Rock Analysis. The suite of elements analyzed includes SiO2, Al2O3, Fe2O3, MgO, CaO, Na2O, K2O, TiO2, P2O5, MnO, Cr2O3, V2O5, and loss on ignition (LOI).

QAQC samples comprising 5% each of standards and blanks were included with each shipment. The certified reference materials (CRMs) used by VanadiumCorp were supplied by AMIS (A Division of Torre Analytical Services (Pty) Limited, South Africa) including AMIS0567, AMIS0501, and AMIS0347. Blanks include both certified blank materials and silica sand. Results for CRMs and banks indicate no bias or contamination in the samples. Internal laboratory duplicate analyses show an excellent correlation between original and repeat analyses, indicating no nugget effect.

Data Verification of historical results included resampling the 1997 trenches/channels originally sampled by McKenzie Bay (202 channel samples selected from 13 trenches), complete resampling of 2013 drill core (210 quarter-core samples), and twinning of several historical holes. Comparison of historical data with current data verifies and validates the use of the historical data. Longridge (2020) concluded that the data from the Lac Doré Project (with particular reference to 2019 drilling) is acceptable for Mineral Resource estimation. Analytical results are considered to pose minimal risk to the overall confidence level of the MRE.

Metallurgical test work was limited to magnetic separation carried out using Davis Tube tests at SGS Canada Inc.'s facilities in Val-d'Or, Québec, to create magnetite concentrates, which were then assayed to evaluate the iron, vanadium and titanium grades of the concentrates Samples were composited from pulp rejects previously prepared for assay. Samples were selected from all stratigraphic zones identified within the deposit. Magnetite content correlates with the iron content of the head grade, whereas vanadium contents vary by stratigraphic zone, with lower stratigraphic zones (P0, P1, P2-LOW) having elevated V2O5 values in the concentrate (approximately 1.4% to 1.6% V2O5), with the stratigraphically highest zone (P3 having grades of approximately 0.8% to 1.0% V2O5). The iron grade of the concentrates varies but, on average, remains constant at about 62%. Titanium grades of the concentrates show a linear inverse correlation with the vanadium grade of the concentrate.

The Company commissioned CSA Global to complete a mineral resource estimate ("MRE") and a Technical Report on the Lac Doré Project, with an effective date of October 29, 2020. This report is under disclosure and reporting requirements set forth in National Instrument 43-101 – Standards for Disclosure for Mineral Projects (N.I. 43-101), Companion Policy 43-101CP, and Form 43-101F1. Only mineral resources are estimated, and no mineral reserves are defined. See the table below for the summary of the mineral resources at the Lac Doré Property. This MRE is a historical estimate, being over three years old now. Notably, no drilling or sampling has been conducted since then, and major assumptions contained in the report remain similar. Notwithstanding, the Company does not rely upon this CSA Global report and intends to commission an updated Technical Report and MRE in 2024.

Historical Mineral Resource Estimate- Lac Doré Property, Québec – CSA Global, Longridge (2020) Table 17

*Table 17: MRE at Lac Doré with an effective date of 27 October 2020 (*recovery not applied to V_2O_5 in concentrate)*

	Classification	Mt	V_2O_5 (%)	Fe (%)	TiO_2 (%)	Magnetite (%)	V_2O_5 (kt)	Fe (Mt)	TiO_2 (Mt)	V_2O_5 (Mlb)
Head Grade (In situ)	Measured	23.98	0.5	33.7	9.9	34.5	128	8.1	2.4	280
	Indicated	190.96	0.4	26.3	6.7	23.4	837	50.2	12.8	1,850
	Measured + Indicated	**214.93**	**0.4**	**27.1**	**7.1**	**24.6**	**965**	**58.3**	**15.2**	**2,120**
	Inferred	86.91	0.4	28.0	7.6	25.9	387	24.4	6.6	850
	Classification	**Magnetite concentrate (Mt)**	**V_2O_5 in concentrate (%)**	**Fe in concentrate (%)**	**TiO_2 in concentrate (%)**		**V_2O_5 in concentrate (kt)**	**Fe in concentrate (Mt)**	**TiO_2 in concentrate (Mt)**	**V_2O_5 in concentrate* (Mlb)**
Magnetite Concentrate	Measured	8.27	1.2	62.0	9.4		100	5.1	0.8	220
	Indicated	44.70	1.3	62.0	8.5		578	27.7	3.8	1,270
	Measured + Indicated	**52.82**	**1.3**	**62.0**	**8.7**		**678**	**32.8**	**4.6**	**1,490**
	Inferred	22.52	1.2	62.0	9.2		277	14.0	2.1	610

Notes:

- *Mineral Resources are estimated and reported in accordance with the CIM Definition Standards for Mineral Resources and Mineral Reserves adopted 10 May 2014.*
- *Sum of individual amounts may not equal due to rounding.*
- *Geological and block models used data from 41 drillholes drilled by VanadiumCorp in 2013 and 2019, in addition to 44 drillholes and 33 surface channel samples completed previously and verified through twinning or resampling in 2019–2020.*
- *The drill database was validated prior to estimation, and drillholes were flagged with interpolation domains (P1, P2-LOW, P2-A, P2-PART, P2-B, P2-HW, P3), composited to 1.5 m intervals, and capped for anomalously high and low-grade values. QAQC checks included insertion of blanks, CRMs, pulp duplicates and umpire assays performed at a second laboratory.*
- *Head grades and densities were interpolated onto 10 m x 10 m x 10 m blocks using OK, owing to intercalations of high and low magnetite within broadly mineralized intervals, a high-grade or low-grade indicator was used, and separate interpolations carried out for high-grade or low-grade samples, with the proportion of high-grade mineralization within each block also interpolated using OK.*
- *All the estimates were validated visually using sections and 3D visualization, and using swath plots, comparison of averages in drillhole and blocks, and global change of support.*
- *Magnetite contents and concentrate grades were calculated using regression formulae deduced from Davis Tube results.*
- *Resource classification was done using wireframes digitized using kriging variance as a reference and correspond to Measured Resources having drillholes spacing <40 m, Indicated Resources having drillhole spacing between 40 m and 100 m, and Inferred Resources having a drillhole spacing >100 m.*
- *Mineral Resources are reported using a "net value" cut-off, calculated assuming an open pit mining operation and extraction of saleable vanadium pentoxide flake from the magnetite concentrate via the salt-roast process. The calculation assumes a V_2O_5 price of US\$7/lb, 85% recovery of magnetite to the concentrate, 75% recovery of vanadium in the roast/leach extraction process, and costs of US\$3/t ROM (mining), US\$15/t concentrate (magnetite concentrate production), US\$55/t concentrate (roast/leach), US\$2/t ROM (G&A), and US\$1.5/t ROM (tailings disposal). A net value equal to zero was used for reporting.*
- *Mineral Resources are constrained by a pit shell optimized with the software SimSched using the above parameters and including a cost of US\$3/t for waste rock extraction and assuming maximum pit slope angles of 45°.*
- *Adrian Martinez, P.Geo (ON), OGQ Special Authorization, CSA Global Senior Resource Geologist, is the independent Qualified Person with respect to the MRE.*
- *Recoveries of V_2O_5, Fe_2O_3 and TiO_2 to the magnetite concentrate are variable.*
- *Mineral Resources are constrained by claim boundaries.*
- *VanadiumCorp is not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing or political factors that might materially affect these MREs.*
- *These Mineral Resources are not Mineral Reserves as they do not have demonstrated economic viability. The quantity and grade of reported Inferred Resources in this MRE are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as Indicated or Measured; however, it is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued explorations.*

Longridge (2020) concluded that VTM mineralization at the Lac Doré Project shows similarities to other magmatic VTM deposits associated with layered mafic intrusive complexes. In particular, the concentration of magnetite into several laterally continuous, tabular, stratiform zones, and the change in the ratio of vanadium and titanium in the magnetite through the stratigraphy (from high-V2O5, low-TiO2 layers in the lower layers to low-V2O5, high-TiO2 in the upper layers) in typical of these deposit types.

Several stratigraphic zones of mineralization have been identified, all strike northeast, dip at 50–60° to the southeast, and cumulatively have a true thickness of between 200 m and 300 m. Longridge (2020) concluded the Mineral Resources have been estimated with sufficient confidence to allow for more advanced studies to take place at Lac Doré Main, where future work would focus on metallurgical test work, mining studies, environmental test work, and other work necessary for advanced studies, termed Phase 1 in his recommended budget.

Exploration 2022: The Company commenced part of the recommended Phase 1 beginning in 2022, with a focus on the Lac Doré Main deposit. Fieldwork commenced in October 2022 with the collection and shipping of a 1100 kg metallurgical bulk sample. Additional metallurgical samples will be collected in the spring of 2023.

Exploration Q4 2023 & 2024: Exploration field work was not possible in the summer of 2023, due to fire hazards, community evacuations and forest closures in the summer of 2023. A limited program began in October (Q4 2023), after reopening of the forest. Company consultants conducted field work in Q1 2024 (until mid-December 2023) comprising:

- Structural mapping of historical trenches on the Lac Doré Main zone.
- DGPS surveying of historic channel samples, cut grid and drill hole collars. Assembly of historical data in a 3D model using the LiDAR surface data.
- Examination of historical core in a newly rented core logging warehouse in Chapais.
- Verification of historical database information, with a focus on integrating all available data into a new geological and structural model.
- Preparation for an update mineral resource estimate and revised exploration recommendations.

Metallurgical testing commenced in December 2023 under a contract with Impact Global Solutions, a laboratory in Delson, Québec. A 1200 kg bulk sample was crushed to minus 70 microns. After preparation of a titanomagnetite concentrate, testing of a selective leach for vanadium will be conducted and pelletizing tests done on the depleted titanomagnetite.

If tests are favorable, a process flowsheet is contemplated to strip vanadium and submit titanomagnetite pellets for DRI-EAF pyrometallurgy. Importantly, the EAF slags are likely suitable for processing by the Company's VEPT hydrometallurgical process, recovering titanium and any vanadium not stripped in the first leach process.

EXPLORATION AND EVALUATION ASSETS

The Company's exploration and evaluation assets are as follows:

	Iron-T Property	Lac Dore Property	Total
Balance, October 31, 2022	**2,059,015**	**3,946,906**	**6,005,921**
Consulting	37,096	61,524	98,620
Field worlk	245,491	252,391	497,882
Government tax credits	-	-	-
Total during the year	282,587	313,915	596,502
Balance, October 31, 2023	**2,341,602**	**4,260,821**	**6,602,423**
Claims/permits	-	650	650
Bulk sampling	-	-	-
Camp costs	-	-	-
Consulting	20,000	105,927	125,927
Engineering/reports	-	-	-
Equipment/other rentals	-	-	-
Field costs/exploration	-	273,995	273,995
Freight/transport	-	-	-
Geophysical & mapping	-	19,565	19,565
Supplies	-	-	-
Telecommunications	-	-	-
Travel & accommodation	-	68,697	68,697
Total during the period	20,000	468,835	488,835
Balance, July 31, 2024	**2,361,602**	**4,729,656**	**7,091,258**

Contemplated Exploration Budget for 2024:

The Company accepted the recommendations of Longridge (2020), except that no economic studies will be performed until after metallurgical tests are conducted on a larger sample of the Lac Doré and Iron-T deposits, requiring additional sampling, mapping and surveying at Lac Doré Main and Lac Doré North.

The MRE and recommendations by Longridge (2020) are now historical. Prior to engaging an independent consulting firm to confirm and update the 2020 MRE, the Company will complete the field work of the 2023 program with additional mapping and core relogging, create a revised geological/structural model, and submit the verification surveys for review by the independent consultant. Recommendations are subject to revision mid-year, after receipt of the revised Technical Report and MRE.

Sampling, surveying, mapping & relogging	350,000
Updated MRE and Technical Report	70,000
Metallurgical testing, vanadium leach	180,000
Metallurgical testing, grinding and separations	150,000
Estimated 2024 Exploration Budget	$750,000

OTHER OPERATIONS

Hydrometallurgical Process Research and Development

The Company's main mineral deposit assets are dominated by titanomagnetite, magnetite and ilmenite mineralization. The dominant metal is iron. The Iron-T and Lac Doré deposits have been subject to metallurgical testing that indicates the concentrates will be almost entirely titanomagnetite.

Currently, the conventional commercial processing alternates for titanomagnetite include:

- The Company's concentrates will contain too much titanium (greater than 1% TiO_2) to produce suitable iron concentrates for conventional pig iron production.
- Direct Reduced Iron (DRI) and Electric Arc Furnace (EAF) processing employ a DRI reduction of titanomagnetite concentrate to produce sponge iron, which is then passed into an EAF to produce pig iron. The slags from EAF iron making are processed to recover vanadium and titanium. Without economical hydrogen gas as the reductant, significant carbon emissions are generated. The development of hydrogen production is well-advanced, opening the consideration of DRI-EAF as a possible metallurgical solution for recovering vanadium and titanium values in the Company's titanomagnetite concentrates.
- The conventional roast-leach process flow sheet comprises the following: three stages of crushing, one stage of grinding, two stages of magnetic separation, magnetic concentrate roasting in the presence of a sodium salt, vanadium leaching, ammonium meta-vanadate (AMV) precipitation, AMV filtration, AMV calcining, and fusing to V_2O_5 flake as the final product. TiO_2 and Fe_2O_3 are wastes in this process, and project economics rests solely on the recovery of V_2O_5. The process requires anthracite coal, coal, or natural gas inputs and, consequently, is not decarbonized.

To reduce potential greenhouse gas emissions and gain value from all the iron, titanium, and vanadium contents of the Lac Doré concentrate, in 2016, the Company partnered with Dr. Francois Cardarelli of Electrochem Materials & Technologies Inc. ("Electrochem") in Canada which resulted in Electrochem inventing a novel hydrometallurgical process for recovering for vanadium, iron, and titanium products from various feedstocks and waste streams (VEPT).

The VEPT process recovers vanadium, iron, titanium, and silica values from vanadiferous feedstocks. More specifically, VEPT relates, but not exclusively, to a metallurgical process in which vanadium, iron, titanium, and silica values are recovered from vanadiferous feedstocks such as vanadiferous titanomagnetite, iron ores, vanadium slags and industrial wastes and by-products containing vanadium.

The VEPT process broadly comprises:

- Digesting the vanadiferous feedstocks into sulfuric acid, thereby producing a sulfation cake;
- Dissolving the sulfation cake and separating insoluble solids thereby producing a pregnant solution;
- Reducing the pregnant solution using, in some configurations, electrolyzers, thereby producing a reduced pregnant solution;
- Crystallizing ferrous sulfate hydrates ("Copperas") from the reduced pregnant solution, producing an iron-depleted reduced solution;
- The process further comprises removing titanium compounds from the iron-depleted reduced solution, thereby producing titanium hydrolysate and a vanadium-rich pregnant solution; and
- Concentrating vanadium and recovering vanadium products and/or a vanadium electrolyte.

Currently, the Company conducts VEPT research and development with a bench-scale pilot reactor situated at Electrochem Technologies & Materials Inc. in Boucherville, Québec, Canada. Commercial development will employ either existing sulfation plant facilities available in Europe or the Company's own pilot plant to be constructed with off-the-shelf reactors.

Patent rights are described as follows:

- By February 28, 2017, VanadiumCorp applied jointly with Electrochem for U.S. Provisional Patent Applications: U.S. 62/463,411 and U.S. 62/582,060. and officializing VanadiumCorp's 50% ownership of VanadiumCorp-Electrochem Chemical Process Technology ("VEPT"). as it pertains to signed agreements and all future intellectual Property.
- On August 30th, 2018, VanadiumCorp entered the national entry phase for the VEPT when The World Intellectual Property Organization (" WIPO") (www.WIPO.int) officially published the Patent Cooperation Treaty "PCT" of the International Patent Application W.O. 2018/152628 (A1) entitled: "METALLURGICAL AND CHEMICAL PROCESSES FOR RECOVERING VANADIUM AND IRON VALUES FROM VANADIFEROUS TITANOMAGNETITE AND VANADIFEROUS FEEDSTOCKS".
- On February 14, 2019, VanadiumCorp and Electrochem filed national entries for VEPT in both Canada and Australia.
- On February 26, 2019, VanadiumCorp and Electrochem filed national entries for VEPT in South Africa, India and the United States.
- During the year ended October 31, 2019, the Company expanded its Intellectual Property portfolio into the European Union by filing national entry for VEPT.
- On November 24, 2020, the Company exercised its option to purchase 100% of the VEPT process rights.
- On December 2, 2020, the U.S. Patent & Trademark Office (USPTO) issued a notice of allowance for the U.S. Patent Application U.S. 2020/0157696 A1, entitled "Metallurgical and Chemical Process For Recovering Vanadium And Iron Values From Vanadiferous Titanomagnetite and Vanadiferous Feedstocks." The patent was issued on March 16, 2021 as USP 10,947,630 B2. The term of this patent will expire on February 21, 2038.
- A South African patent was issued on August 25, 2021 as Z.A. 2019/00743. The term of this patent will expire on February 21, 2038.

- An Australian patent no. 2018225920 was issued on November 23, 2023. The term of this patent will expire on February 21, 2038
- On February 29, 2024, patent rights in India were granted, bringing the total to four of six national phase patents granted.

VanadiumCorp requested accelerated examination of its Canadian patent application under the PPH, by leveraging the claims granted in its corresponding U.S. application.

As VEPT is pre-commercial, the Company plans to further improve and optimize the process flowsheet including the design of a continuous sulfuric acid digestor and the recycling of sulphuric acid from ferrous sulphate (Copperas). Both improvements, if realized, have the potential to reduce the VEPT process capital expenditures and operating costs. These design improvements are sought as part of the upcoming Pilot Plant stage to facilitate economic studies of the Lac Doré deposit and the integration of VEPT in the metallurgical process. The Company has not yet raised the needed funds to initiate Pilot Plant studies or to initiate economic studies.

FINANCIAL

The consolidated financial statements have been prepared on the assumption that the Company is a going concern that contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred a net loss of $881,626 during the nine-month period ended July 31, 2024 (2023 - $1,196,640). The Company has a working capital deficit of $1,593,524 at July 31, 2024 (October 31, 2023 – surplus of $175,001). The ability of the Company to continue as a going concern is dependent on obtaining the financing necessary to continue operations and, ultimately, on attaining profitable operations. Funding for operations is raised primarily through share offerings. No provision has been made in these consolidated financial statements for any adjustments to the carrying value of exploration and evaluation and other assets should the Company not be able to continue as a going concern. Such adjustments could be material.

Although there is no certainty, management is of the opinion that additional funding for future projects and operations can be raised as needed. If the Company is unsuccessful in obtaining adequate financing in the future due to prolonged economic decline, exploration activities will be postponed until market conditions improve. The Company's continuation as a going concern is dependent upon the successful implementation of its strategy to produce and sell high-purity vanadium electrolyte on a world-wide basis and the exercise of its mineral property option agreement, its mineral property exploration activities and its ability to attain profitable operations and generate funds from and/or raise equity capital or borrowings sufficient to meet current and future obligations and ongoing operating losses. These material uncertainties, circumstances and conditions may cast significant doubt about the Company's ability to continue as a going concern. There are many external factors that can adversely affect general workforces, economies and financial markets globally. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and its effect on the Company's business or ability to raise capital.

The Company has no significant source of operating cash flow and no revenues from operations as of July 31, 2024. The Company is aiming to achieve first sales of initial test volumes of vanadium electrolyte produced at its Plant No. 1 in 2024. None of the Company's mineral projects currently have identified reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves.

Future revenue could be generated by licensing or commercializing VEPT or the sale or optioning of prospective projects to other junior resource companies or to major mining corporations or alternatively, by the internal development of one or more of the projects, should this prove feasible. In the meantime, the Company intends to continue to rely upon the issuance of securities to finance its future activities. Still, there can be no assurance that such financing will be available on a timely basis or on terms acceptable to the Company.

SELECTED ANNUAL INFORMATION

	Year Ended October 31, 2023	Year Ended October 31, 2022	Year Ended October 31, 2021
Net loss and comprehensive loss	(1,773,847)	(918,151)	(2,183,846)
Basic loss per share	(0.03)	(0.03)	(0.07)
Total assets	8,699,566	7,077,019	6,350,842
Current liabilities	969,275	1,292,512	744,655
Working capita; (deficit)	60,002	(588,738)	(609,299)
Dividends	Nil	Nil	Nil

In Fiscal 2021, net loss increased from Fiscal 2020 as there was no recovery on flow-through liability, while at the same time a substantial share-based compensation was recorded. Total assets decreased slightly during the year as no significant exploration expenditures were incurred. A substantial working capital deficit existed due to the lack of financing and cash.

In Fiscal 2022, net loss was substantially less than in Fiscal 2021. Main cause for the decrease in net loss when compared to 2021 was due to the absence of share-based payments in 2022 while $578,000 was recorded in 2021. Total assets increased in 2022 due to the closing of a financing and higher exploration expenditures, resulting in a larger exploration and evaluation asset in the statement of financial position.

In Fiscal 2023, net loss increased significantly from Fiscal 2022 as several areas of expenses increased due to the development of the Company's electrolyte production pilot plant. Marketing and financial consulting costs were also much higher to facilitate management's continuing efforts of raising capital to fund the Company's mineral and electrolyte projects. Total assets increased due to large amounts paid as deposits for the electrolyte equipment and the capitalization of sizeable exploration expenditures.

SUMMARY OF SELECTED HIGHLIGHTS FOR THE LAST EIGHT QUARTERS

Operations:	Quarter Ended July 31, 2024	Quarter Ended April 30, 2024	Quarter Ended January 31, 2024	Quarter Ended October 31, 2023
Office expenses	41,114	25,219	(16,388)	(244,813)
Consulting	29,500	76,840	(33,910)	(220,625)
Professional fees	28,313	18,917	(16,034)	(40,532)
Travel and promotion	1,840	51,912	(244)	(38,022)
Research & development	-	-	-	(10,000)
Electrolyte start-up costs	-	-	-	(23,215)
Recovery of flow-through liability	-	-	-	-
Net loss	(296,922)	(336,624)	(248,080)	(577,207)
Basic and diluted loss per share	-	-	-	(0.01)

Operations:	Quarter Ended July 31, 2023	Quarter Ended April 30, 2023	Quarter Ended January 31, 2023	Quarter Ended October 31, 2022
Office expenses	(326,327)	(30,756)	(16,560)	(16,759)
Consulting	(154,454)	(145,548)	(156,000)	(136,633)
Professional fees	(28,038)	(23,841)	(27,464)	(24,674)
Travel and promotion	(16,109)	(878)	(12,672)	(1,708)
Research & development	(4,623)	(34,523)	(6,277)	(21,448)
Electrolyte start-up costs	(48,764)	-	-	-
Recovery of flow-through liability	38,070	20,573	14,516	32,708
Net loss	(540,245)	(321,525)	(334,870)	(168,514)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)

Results of Operations

Three-month period ended July 31, 2024, compared to three-month period ended July 31, 2023:

The Company had a net loss and comprehensive loss of $296,922 versus $540,245 in the comparative period, representing a decrease of $243,323 or 45.0%. During the three-month period ended July 31, 2024, the Company had decreases in consulting fees of $124,954, marketing and corporate development of $13,630, travel and entertainment of $14,269 and share-based compensation of $157,969, which were offset by an increase in interest and financing fees of $27,469 and filing and regulatory fees of $5,360.

The following expenses increased during the three-month period ended April 30, 2024: depreciation expense (2024: $8,968, 2023: $1,347), interest and financing fees (2024: $29,586, 2023: $2,117), amortization expense (2024: $3,500, 2023: $Nil) office expenses (2024: $41,114, 2023: $34,493), management fees (2024:$115,000, 2023: $51,000) and filing and regulatory fees (2024: $8,360, 2023: $3,000).

The following expenses decreased during the three-month period ended July 31, 2024: Consulting (2024: $29,500, 2023: $154,454), share-based compensation (2024: $20,603, 2023: $178,572), marketing and corporate development (2024: 5,870, 2023: $19,500) and travel and entertainment (2024: $1,840, 2023: $16,109).

Nine-month period ended July 31, 2024, compared to nine-month period ended July 31, 2023:

The Company had a net loss and comprehensive loss of $881,626 versus $1,196,640 in the comparative period, representing a decreased loss of $315,014 or 26.3%. During the nine-month period ended July 31, 2024, the Company had decreases in consulting fees of $316,651, marketing and corporate development of $76,102, professional fees of $15,180 and share-based compensation of $97,502, which are offset by an increase in interest and financing fees of $64,162 and travel and entertainment of $24,338.

The following expenses increased during the nine-month period ended July 31, 2024: depreciation expense (2024: $26,904, 2023: $4,041), interest and financing fees (2024: $74,731, 2023: $10,569), amortization expense (2024: $10,500, 2023: $Nil), management fees (2024: $252,000, 2023: $153,000), office expenses (2024: $101,153, 2023: $81,810) and travel and entertainment (2024: $53,996, 2022: $29,658).

The following expenses decreased during the nine-month period ended July 31, 2024: consulting (2024: $140,250, 2023: $456,901), marketing and corporate development (2024: $33,219, 2023: $109,321), professional fees (2024: $63,264, 2023: $78,444) and share-based compensation (2024: $81,070, 2023: $178,572).

PRODUCTION PLANTS

	Plant No. 1	Plant No. 2	Total
Balance, October 31, 2023	**-**	**-**	**-**
Transfer from prior year deposits	557,644	-	557,644
Additions	1,559,399	64,000	1,623,399
Government tax credits	(322,438)	-	(322,438)
Total during the period	1,794,605	64,000	1,858,605
Balance, July 31, 2024	**1,794,605**	**64,000**	**1,858,605**

Plant No. 1

VanadiumCorp will enter the midstream of the Vanadium Flow Battery (VFB) supply-chain with the production of vanadium electrolytes for Original Equipment Manufacturers (OEMs) of Vanadium Flow Batteries ("VFBs"). The Company's electrolyte manufacturing facility (Plant No. 1) is located in Val-des-Sources, Québec.

Company engineers contracted C-Tech Innovation of Chester, United Kingdom, as the supplier of the core components of Plant No. 1 in March 2023. Several design modifications were made in collaboration between the supplier and the Company's engineers. The completed unit comprises integrated V2O5 feed hopper, digester tank, cells, tanks, pumps, flow meters, sensors and HMI/PLC, all mounted on a stainless-steel wheeled frame. The C-Tech components were completed and inspected in the UK by the Company in December 2023. The equipment arrived at the plant site in early February 2024.

Site construction began during the first quarter of the current year and continued into the second quarter. Electrical service, ventilation, purified water supply, sulfuric-acid tank, and process heating and cooling were installed in preparation for C-Tech equipment arrival.

Plant No. 1 was commissioned in April 2024, improvements in the dry V2O5 feed mechanism were made and the electrolyte process was calibrated. The design capacity of Plant No. 1 is 300,000 litres of electrolytes per year, sufficient to store some 5.7 MWh of electrical energy in VFB installations. Output will be used to provide samples to manufacturers of Vanadium Flow Batteries (OEMs) and sell to early customers.

Due to a technical issue encountered on commissioning, the output from the Plant No. 1 has been 6,000 litres/month instead of its expected 25,000 litres/month. The technical issue can be readily fixed and Plant No. 1 returned to its full operating capacity once funds for required replacement parts have been allocated by the Company and the parts delivered and installed. The Company aims to have Plant No. 1 in full operation in December 2024.

On July 30, 2024, the Company's landlord and production partner at Val-des-Sources, the Carrefour d'innovation sur les matériaux de la MRC des sources (CIMMS), notified that Company that CIMMS is temporarily ceasing production at Plant No. 1 pending payment by the Company of $92,363 for rent and certain operations expenses incurred during the period April-July 2024. The Company and CIMMS are in discussions on a payment plan that would enable Plant No. 1 to resume production as soon as possible.

Plant No. 2

During Fiscal 2023 and the first quarter of 2024, the Company also commenced design and engineering work on Plant No. 2, which is scoped for an electrolyte production capacity of 4,000,000 litres, upgradeable to 8,000,000 litres. This design work included invitations for representative equipment quotes. The designs comprise a standard module, customizable to future site selections in Canada, the U.S.A and Europe.

The launch of Plant No. 1 and the initial design work on Plant No. 2 represent significant potential business opportunities for the Company.

Grants from PRIMA (The Advanced Materials Research and Innovation Hub, Québec)

The Company has received government grants from PRIMA, the Québec government critical materials agency, which under the terms of the agreement effective in May 2023, makes available to the Company non-refundable funds against eligible capital expenditures made towards Plant No. 1. The total grant available to the Company is $500,000. Government grants received during the nine-months ended July 31, 2024 amounted to $322,438 and have been applied against the capital costs incurred for Plant No. 1.

LIQUIDITY AND CAPITAL RESOURCES

VanadiumCorp's exploration and evaluation asset activities or electrolyte manufacturing currently do not provide a source of income and the Company, therefore, has a history of losses and an accumulated deficit. However, given the nature of our business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of our valuation.

To date, the Company has financed its operations primarily through the issuance of common shares and debt and loan issuances. The Company will continue to seek capital through the issuance of common shares and debt.

Operating activities: The Company does not generate any revenues and generally does not receive any cash from operating activities. Net cash generated from operating activities during the nine-month period ended July 31, 2024 was $71,266 compared to net cash used in operating activities of $2,130,568 during the nine-month period ended July 31, 2023. The decrease in cash used in operating activities is primarily due to lower operating expenses as compared to the comparative nine-month period ended July 31, 2023, and an increase in the change of working capital from prepaids and deposits and an increase in the change of working capital from accounts payable and accrued liabilities as compared to the comparative nine-month period ended July 31, 2023.

Investing activities: Net cash used in investing activities during the nine-month period ended July 31, 2024 was $1,884,646 compared to $433,097 during the comparative nine-month period ended July 31, 2023. This is entirely due to the acquisition costs of Plant No. 1 and Plant No. 2, in the amount of $1,396,766, and to increased expenditures related to the Mineral property projects of $487,880.

Financing activities: Cash inflow from financing activities during the nine-month period ended July 31, 2024 was $1,049,688 compared to $2,042,638 during the comparative nine-month period ended July 31, 2023. The cash received during the nine-month period ended July 31, 2024 was entirely from net proceeds from Private Placement and Flow-through share issuances of $829,940 (net) and from government grants received of $322,438 from PRIMA.

The consolidated financial statements do not reflect adjustments, which could be material, to the carrying value of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

At July 31, 2024, the Company had a cash balance of $34,990 (October 31, 2023 - $513,682) and a working capital deficit of $1,593,524 (October 31, 2023 – surplus of $175,001).

RELATED PARTY TRANSACTIONS

Transactions with related parties were at the amounts agreed to by the related parties. Related party transactions not otherwise disclosed in these consolidated financial statements were as follows:

a) During the year ended October 31, 2023, the Company paid/accrued salaries of $Nil (2022 - $50,000). Salaries were previously paid to the former CEO and an officer of the Company. During fiscal 2023, the Company paid net payroll benefits of $Nil (2022 – $3,670).
b) During the year ended October 31, 2023, the Company incurred management fees of $9,000 (2022 - $22,000) to the former CFO and current director of the Company. Management fees of $198,740 (2022 - $Nil) were incurred in aggregate to a company associated with the prior CFO and companies controlled by the CEO and the Chairman of the Board. An additional $276,226 (2022 - $82,500) of paid or accrued exploration expenditures to companies controlled by the CEO was capitalized under exploration and evaluation assets (Note 7).

c) During the year ended October 31, 2023, the Company incurred in aggregate consulting fees of $274,000 (2022 - $113,440) to two directors, a former director, the former CEO and a company associated with the current CFO and CEO of GmbH. An additional $145,000 (2022 - $145,878) consulting fees paid or accrued to a director and a company controlled by a director was capitalized under exploration and evaluation assets (Note 7).

d) Included in receivables at October 31, 2023 is $1,359 (2022 - $1,359) owed from a director.

e) Included in accounts payable and accrued liabilities at October 31, 2023 is $438,577 (2022 - $567,383) owing to one director, a company controlled by a director, a company associated with the current CFO, an officer, four former directors, and a company controlled by a former director.

f) Included in loans payable at October 31, 2023 is $Nil (2022 - $121,106) owing to a director and two former directors. Interest payable on related party loans amount to $20,500 (2022 - $20,683).

g) During the year ended October 31, 2023, the Company incurred office rent of $30,000 (2022 - $30,000) to a company controlled by the CEO of the Company.

h) During the year ended October 31, 2023, the Company purchased certain lab and field equipment costing $75,000 (2022 - $Nil) from a company associated with the CEO and a company controlled by the CEO.

i) During the year ended October 31, 2023, $157,146 (2022 - $Nil) share-based compensation for stock options granted to directors and officers were recorded by the Company. During the three-month and nine-month periods ended July 31, 2024, $13,947 and $55,089, respectively, (2023 - $127,151 and $127,151, respectively) of share-based compensation for stock options granted to directors and officers were recorded by the Company.

j) During the three-month and nine-month periods ended July 31, 2024, the Company incurred office rent of $5,000 and $20,000, respectively, (2023 - $7,500 and $22,500, respectively) to a company controlled by the CEO of the Company at the time.

In the normal course of business, the Company advances and/or reimburses directors and officers for expenses incurred on the Company's behalf. Amounts due to and from related parties are non-interest bearing, unsecured and due on demand. Loans are non-secured but carry interest at 10% per annum.

Key management personnel compensation

Key management includes the Company's executive directors and officers.

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2024	2023	**2024**	2023
Consulting fees, salaries & benefits, management fees	**115,000**	211,000	**252,000**	503,000
Share-based payments	**13,947**	127,151	**55,089**	127,151
Rent	**5,000**	7,500	**20,000**	22,500
	133,947	345,651	**327,089**	652,651

LOANS PAYABLE

On September 15, 2023, management entered into a Financing Agreement with Key West Ford Finance ("Key West") in which the Company received $775,000 ("Loan Amount") to facilitate the Company to complete the purchase of electrolyte equipment for Plant No. 1. Principal amount to be repaid is $800,000 consisting of the Loan Amount plus an origination fee of $25,000.

Interest shall accrue on the Principal Amount at a rate of 9.9% per annum. The period of repayment of principal and interest is 54 months consisting of monthly payments of $18,349 (plus applicable taxes). The first payment was due upon signing of the Financing Agreement.

As loan security, the Company has pledged to Key West, certain specified electrolyte and related equipment that is owned by the Company.

The Company is entitled to repay the outstanding principal amount with any accrued interest at any time without fee or penalty.

At July 31, 2024, the secured loan amount outstanding is $653,161 (2023 - $Nil) and the interest accrued for the month of July 2024 is $6,376 and is included in accounts payable and accrued liabilities (2023 - $Nil).

	Related Party Loans	Other - Third Party Loans	Total Loans
Balance - October 31, 2022	133,606	68,500	202,106
Additions	-	-	-
Related party loans repayments	(118,106)	-	(118,106)
Third party loans repayments	-	(68,500)	(68,500)
Balance - October 31, 2023	15,500	-	15,500
Addition - Key West Ford	-	775,000	775,000
Repayments	-	(18,349)	(18,349)
Balance - October 31, 2023	15,500	756,651	772,151
Additions	-	-	-
Repayments	-	(102,690)	(102,690)
Balance - July 31, 2024	**15,500**	**653,961**	**669,461**
Long-term portion	-	502,320	502,320
Short-term portion	15,500	151,641	167,141
	15,500	**653,961**	**669,461**

Warrants Outstanding

Details of share purchase warrants outstanding at July 31, 2024:

Number of warrants	Exercise price	Expiry date	Remaining life (Years)
12,546,933	0.18	September 23, 2024	0.15
5,628,500	0.18	November 21, 2024	0.31
16,573,400	0.18	May 11, 2025	0.78
13,962,500	0.13	November 20, 2025	1.31
4,041,000	0.13	December 18, 2025	1.38
52,752,333	**0.16**		**0.76**

Stock Options Outstanding

Details of stock options outstanding at July 31, 2024:

Number of Options		Exercise		Remaining
Outstanding	Exercisable	Price	Expiry Date	Life (Years)
550,000	550,000	0.80	December 9, 2025	1.36
260,000	260,000	1.20	December 31, 2025	1.42
3,250,000	3,250,000	0.14	July 6, 2028	3.93
4,060,000	4,060,000	0.30		3.42

Contractual Obligations

Except as described herein or in the Company's consolidated financial statements as at July 31, 2024, the Company had no material financial commitments except for the monthly repayment commitment to Key West Ford Finance. See Note 10, Loans Payable, in the consolidated financial statements as at July 31, 2024.

Off Statement of Financial Position Arrangements

At July 31, 2024, the Company had no material off statement of financial position arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Capital Resources

The Company will continue to seek capital through public markets by issuing common shares pursuant to Private Placements. The Company manages its capital structure to maximize its financial flexibility adjusting it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

Outstanding Share Data

At the date of this report, August 28, 2024, the Company had 83,181,843 common shares issued and outstanding, 4,060,000 stock options and 52,752,333 Share Purchase Warrants that are convertible into common shares. See Note 11, Share Capital, in the consolidated financial statements as at July 31, 2024.

Effective April 18, 2022, the Company consolidated its issued and outstanding common shares on a 10 to 1 basis. All references to common shares, warrants and stock options prior to this date in this report have been adjusted to reflect the change.

Financial Risk Factors

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash, receivables and advances. The Company's cash is held at a large Canadian financial institution in interest bearing accounts for which management believes the risk of loss to be minimal. Receivables consist of GST receivable from the government of Canada.

Currency risk

The Company's foreign exchange risk arises from transactions denominated in other currencies. The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in U.S. Dollars and British pounds. The Company does not use derivative instruments to reduce its exposure to foreign currency risk nor has it entered foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach at managing liquidity risk is have sufficient liquidity to meet liabilities when due.

While the Company has been successful in obtaining its required funding in the past there is no assurance that this financing will be extended or that any additional future financing will be available. The Company continues to investigate financing options, including private placements.

The Company manages liquidity risk through its capital management as outlined below. Accounts payable and accrued liabilities are due within one year.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Other Risks and Uncertainties

The discovery, development and acquisition of mineral properties are in many respects unpredictable events. Future metal prices, capital equity markets, the success of exploration programs and other property transactions can have a significant impact on capital requirements.

The Company's is engaged in mineral project exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to environmental, metal prices, political and economic.

Although the Company has taken steps to verify the title to the mineral claims in which it has an interest, in accordance with industry standards for the current stage of exploration of the same, these procedures do not guarantee the Company's title to these mineral claims. Mineral claim entitlement may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company's various projects are in the exploration stages only and are without known bodies of commercial mineralization, and have no ongoing mining operations. Mineral exploration involves a high degree of risk and not all projects which are explored are ultimately developed into producing mines. Exploration of such projects may not result in any discoveries of commercially economic bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization on any of its current projects, the Company could be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. In certain circumstances the Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of the mineral claims and mineral claims in which it has previously had an interest. The Company attempts to conduct its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to its current projects that may result in any kind of material liability to the Company.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are described in Note 3 of its consolidated financial statements for the nine-month period ended July 31, 2024. Management considers the following policies to be the most critical in understanding the judgments that are involved in the preparation of the consolidated financial statements and the uncertainties that could impact its results of operations, financial condition and cash flows:

Use of estimates and significant judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities if actual results differ from assumptions made, relate to:

The Company uses significant judgement in assessing for signs of impairment on the exploration and evaluation assets. Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the good or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

The determination of deferred income tax assets and liabilities is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances because of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Share-based payments is subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

The Company utilizes significant judgement in assessing its compliance with relevant flow through financing tax requirements including the determination of qualified eligible expenditures to reduce flow through spending obligations.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital. Upon expiry or forfeiture, the recorded value is transferred to deficit.

In situations where equity instruments are issued to non-employees and some or all the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Accounting pronouncement not yet adopted.

None.

Additional Disclosures

Pursuant to section 5.3 of National Instrument 51-102 "Continuous Disclosure Obligations," issuers which are listed on the Exchange who do not have significant revenue from operations are required to provide additional financial information in their management discussion and analysis. That information is as follows:

The Company is a venture issuer that has not had significant revenue from operations in either of the last two financial years. The Company has capitalized all expenditures relating to the exploration of its various projects. Details of deferred expenditures for each project are shown in the notes to the accompanying financial statements.

(see "Mineral Interests") Disclosure concerning the Company's general and administrative expenses is provided in the Company's annual and quarterly consolidated financial statements and the notes therein.

Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Under Canadian securities laws, because the Company is a venture issuer, it is not required to certify the design nor provide an evaluation of its disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR") and therefore, has not completed such an evaluation. Accordingly, this MD&A does not contain a discussion relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109. Management of the Company is not making any representations relating to the establishment and maintenance of:

a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes.

Accordingly, inherent limitations on the ability of the Company's management to design and implement on a cost-effective basis DC&P and ICFR for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

FURTHER INFORMATION

Further information can be obtained from VanadiumCorp's website at www.vanadiumcorp.com or at www.sedar.com.

SUBSEQUENT EVENTS

None.