FORWARD-LOOKING INFORMATION AND MATERIAL ASSUMPTIONS

This report on results for the three month period and year ended December 31, 2024 contains forward-looking information, including forward-looking information about Bonterra Resources Inc.'s (the "**Company**" or "**Bonterra**") operations, estimates, and exploration and acquisition spending.

Forward-looking information is generally signified by words such as "forecast", "projected", "expect", "anticipate", believe", "will", "should" and similar expressions. This forward-looking information is based on assumptions that the Company believes were reasonable at the time such information was prepared, but assurance cannot be given that these assumptions will prove to be correct, and the forward-looking information in this report should not be unduly relied upon. The forward-looking information and the Company's assumptions are subject to uncertainties and risks and are based on a number of assumptions made by the Company, any of which may prove to be incorrect.

GENERAL

This Management Discussion and Analysis ("**MD&A**") of the financial condition, results of operations and cash flows of the Company for three month period and year ended December 31, 2024 should be read in conjunction with the audited consolidated financial statements as at and for the years ended December 31, 2024 and 2023. This MD&A is effective April 23, 2025. Additional information relating to the Company is available on SEDAR+ at www.sedarplus.com.

The Company has prepared its audited consolidated financial statements for the years ended December 31, 2024 and 2023 in Canadian dollars and in accordance with IFRS Accounting Standards ("**IFRS**"), as issued by the International Accounting Standards Board. The dollar amounts shown the Quarterly Highlights are expressed in Canadian dollars unless indicated otherwise.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of British Columbia on May 1, 2007. The Company's common shares are traded on the TSX Venture Exchange ("**TSX-V**") under the symbol "BTR". The Company's shares also trade on the OTC Exchange in the United States under the symbol "BONXF" and on the Frankfurt Stock Exchange under the symbol "9BR2". The Company is a junior mineral exploration company engaged in the business of acquiring, exploring, and evaluating natural resource properties in the province of Quebec.

RECENT COMPANY HIGHLIGHTS

- On April 7, 2025, the Company closed a non-brokered private placement pursuant to which the Company sold 1,625,000 units of the Company at a price of $0.20 per unit for gross proceeds of $325,000. Each unit consists of one common share of the Company and one half of one common share purchase warrant, with each warrant entitling the holder to purchase one common share of the Company at a price of $0.26 for a period of two years from the date of closing. Finders' fees in the amount of $19,500 were paid to an arms' length finder. The gross proceeds from the private placement will be used to fund exploration activities on the Company's projects and for general working capital.

- On March 19, 2025, The Company highlighted initial drill results from Gladiator SW Target and announced 2025 exploration program for the Phoenix JV (the "**Project"**) with Gold Fields Ltd ("**Gold Fields**"). To date, over 65,000 metres ("**m**") have been drilled, with approximately $18 million invested in the Project under the JV Agreement (the "**Agreement**"). For this year, Gold Fields is currently preparing a potential 15,000 m drill program, with final target selection subject to internal review and prioritization.

- On February 6, 2025, Bonterra congratulated Urbana Corporation on initiating a winter drill program on the Urbana property located adjacent to the Moss target on the Company's Phoenix JV with Gold Fields.

- On December 23, 2024, the Company granted restricted share units and stock options of Bonterra to executive officers.

- On December 12, 2024, the Company announced the closing of a private placement of Flow-Through units for gross proceeds of $1,088,956.

- On December 11, 2024, Bonterra announced additional assay results from Moss target and the restart of drilling by Gold Fields for the Phoenix JV.

- On November 21, 2024 the Company announced that it has extended the agreement with Westlake Capital ("**Westlake**") pursuant to which Westlake will provide marketing and investor relations services to the Company on a non-exclusive basis, including: (i) initiating contact with qualified investors, (ii) organizing virtual or in-person meetings with potential investors and analysts (iii) forwarding news releases issued by the Company to Westlake's contact base, (iv) assisting with preparing a virtual marketing campaign by the Company, (v) assisting in obtaining coverage by newsletter writers and analysts, and (vi) assisting with market intelligence.

- On November 13, 2024, the Company announced that it has engaged the services of ICP Securities Inc. ("**ICP**") to provide automated market making services, including use of its proprietary algorithm, ICP Premium™.

- On October 21, 2024, the Company congratulated Gold Fields on the completion of the $2.16 billion friendly takeover of Osisko Mining Inc. ("**Osisko Mining**" or "**Osisko**"). Gold Fields became the Operator of the Project.

- On September 3, 2024, the Company announced the appointment of Lesley Antoun to its Board of Directors. Ms. Antoun has 30 years of leadership experience in engineering, marketing, and program management, working with multinationals, private corporations, and governmental entities in several industries, including mining, aerospace, transit and infrastructure. Her boutique consulting firm also has experience collaborating with First Nations organizations. She holds a mechanical engineering degree from Concordia's Gina Cody School of Engineering and an MBA from McGill University's Desautels Faculty of Management. She is currently pursuing a Sustainability and ESG Certification from Global Competent Boards.

- On August 27, 2024, the Company announced the start of a diamond drilling program at its 100% owned Desmaraisville South project. The Company plans to drill from 4,000 to 6,000 m before the end of the year. Several prospective geological, geophysical and drill targets have been identified throughout the year and have been prioritized following the 2024 summer's field work carried out by Bonterra's geology team.

- On August 6, 2024, the Company announced additional drill results for the Phoenix JV (formerly known as the Urban-Barry Property). To date, approximately 60,000 m have been drilled on the Project, including 37,000 m solely on the Moss Target where mineralization similar to the high-grade Lynx Zone has been confirmed at depth by Osisko. Diamond drilling activities are now completed and will resume later this year once all assays are received and the compilation and interpretation work are available. Importantly, total expenditure on the Project will exceed the minimum annual spending commitment of $10 million outlined in the Agreement.

- On June 12, 2024, the Company announced the election results of its 2024 annual general meeting held on June 12, 2024 ("**2024 AGM**"), representing its fiscal year ended 2023. Bonterra announced that shareholders have approved all matters voted on at the 2024 AGM, including: (i) to set the number of Directors at seven (7); (ii) to re-elect Messrs. Cesar Gonzalez, Marc-André Pelletier, Normand Champigny, Matthew Happyjack, Paul Jacobi, Matt Houk and Peter O'Malley as Directors; (iii) to appoint the Crowe MacKay LLP, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration; and (iv) to consider and, if deemed advisable, adopt with or without variation, an ordinary resolution to approve the Company's Omnibus Equity Incentive Compensation Plan.

- On May 22, 2024, the Company announced that it has entered into an agreement with Westlake pursuant to which Westlake will provide marketing and investor relations services to the Company on a non-exclusive basis.

- On May 16, 2024, the Company announced that it has now completed the compilation and interpretation of the 15,000 m drilled in 2023, as well as the analysis of the two geophysical surveys also conducted last year. Several prospective geological, geophysical and drill targets have been identified and will be the subject of field work in the coming weeks. The Company also announced that it has retained the services of Dr. Michel Jébrak for technical support on the upcoming drilling campaign. Dr. Jébrak is a well-known professional geologist with a deep understanding of the Desmaraisville camp geology, gained from prior work in the region. He is an emeritus professor at the University of Québec's Department of Earth and Atmospheric Sciences.

- On May 7, 2024, the Company announced that, further to its news release of March 18, 2024, it has entered into an updated agreement with Machai Capital Inc. ("**Machai**") pursuant to which Machai will be paid a cash fee instead of common shares in exchange for the provision of digital marketing services in accordance with the applicable TSX-V. The engagement commenced on March 15, 2024, has a term of three months, and provides that Machai will receive a cash fee of $33,000, plus applicable taxes, such fee to be paid on or about May 8, 2024.

- On May 3, 2024, the Company announced the closing of its private placement (the "**Offering**") for gross proceeds of $8,541,250, which includes the full exercise of the over-allotment option for gross proceeds of $767,500. Under the Offering, the Company sold (i) 5,250,000 flow-through units of the Company to purchasers (each, a "**FT Unit**") at a price of $0.445 per FT Unit for gross proceeds of $2,336,250 from the sale of FT Units; and (ii) 24,820,000 units of the Company (each, a "**Unit**", and together with the FT Units, the "**Offered Units**") at a price of $0.25 per Unit for gross proceeds of $6,205,000 from the sale of Units. In connection with the Offering the Company issued to the agents warrants to purchase an aggregate of 2,004,500 common shares of the Company at a price of $0.25 per share exercisable for a period of four years from closing. The Company also announced that it has completed its previously announced agreement to settle $1,500,000 in outstanding indebtedness owed to Orbit Garant Drilling (the "**Orbit Indebtedness**"). The Orbit Indebtedness was settled through the issuance of 6,000,000 common shares in the capital of the Company at a deemed price of $0.25 per common share.

- On April 15, 2024, the Company announced encouraging drill results and an update on the ongoing drilling program on the Project. At that time, approximately 20,000 m have been drilled on the Project and exploration efforts are on track to exceed the minimum spending commitment of $10 million per year outlined in the agreement with Osisko Mining. The first drill results at the Moss target, located five kilometres ("**km**") southwest of the multi-million-ounce Windfall Gold deposit, have confirmed similarities with the geological character of the high-grade Lynx Zone along the Mazères Fault that extends towards the Moss target.

- The Company announced on February 1, 2024, that Mr. Matthew Houk has joined Bonterra's board of directors (the "**Board**") as an independent non-executive director, effective immediately. Mr. Houk will serve as a member of the Audit and Risk Management Committee (the "**Audit Committee**") and Technical, Safety and Sustainability Committee of the Board. Following the appointment of Mr. Houk, the Board consists of seven directors, four of whom are independent. Since 2008, Mr. Houk has served as a Portfolio Manager and Research Analyst at Horizon Kinetics LLC, where he is involved in the identification, analysis and monitoring of certain investment opportunities for the firm. Mr. Houk is also the Chairman, Chief Executive Officer, and Chief Financial Officer of Winland Holdings Corporation. Matt also serves on the board of directors of Lamington Road DAC, an Irish designated activity company focused on managing a portfolio of life settlements. Previously, Mr. Houk was with Goldman, Sachs & Co. He received a BA in Economics and Political Science from Yale University.

Q4 2024 Exploration Updates

Desmaraisville Project

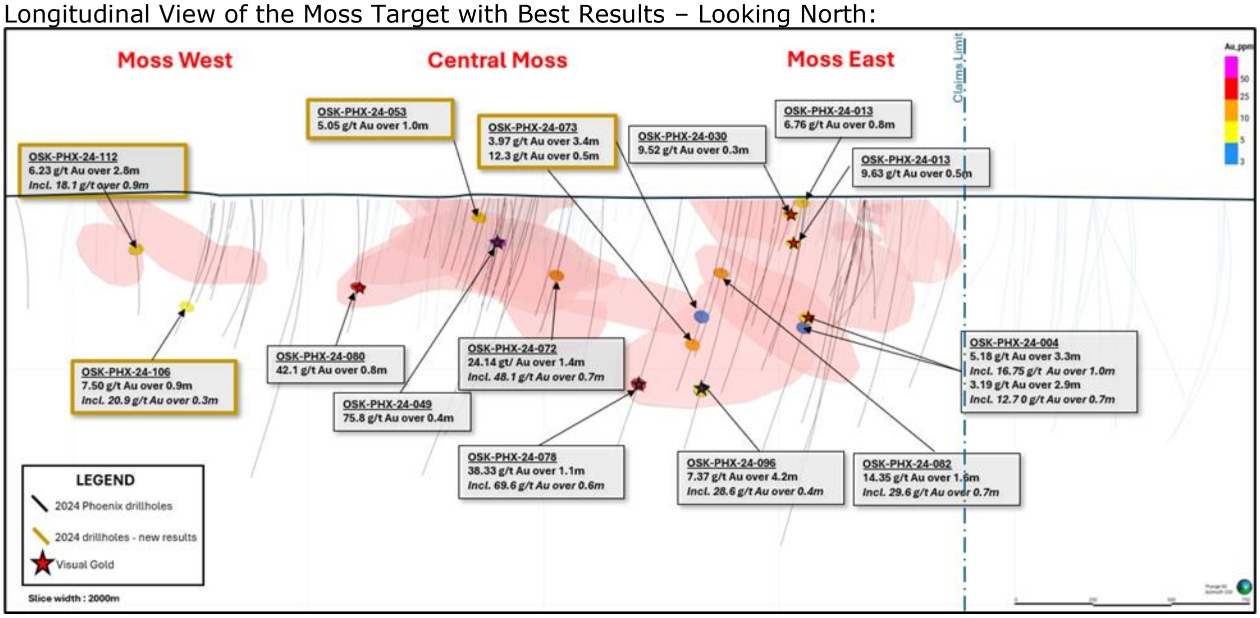
At the Desmaraisville Project, 2,878 m was drilled during the fourth quarter for a total of 4,761 m drilled in 2024. The campaign aimed to test several new targets, focusing on: (1) observations from the 2024 fieldwork campaign, (2) follow-up on promising gold-mineralized environments identified in the 16,000 m fall 2023 drill campaign, (3) newly identified geophysical IP targets within the Opawica-Guercheville regional deformation corridor, and (4) the near-surface extension of the Hewfran gold mineralized zone.

All drill holes are located within 5 km of the Bachelor Mill Complex, ranging from near surface to a depth of less than 300 m. One drill hole, BRDS-24-072, was drilled on the Nelligan joint venture ("**Nelligan JV**") in partnership with O3 Mining Inc. (now Agnico Eagle Mines Ltd or "**Agnico**") where Bonterra holds a 70% interest in the Nelligan JV (see O3 Mining press release dated December 12, 2024, for more details on the acquisition by Agnico). The Nelligan JV covers an area equivalent to approximately 15% of the Project. The Company revised the scope of the expansion for the Bachelor Mill Complex at a daily throughput of 1,800 tpd (compared to 2,400 tpd in the original expansion request) and maintained the same capacity for the tailings management facility ("**TMF**") of an additional 8 million tonnes. A third set of questions was received from COMEX and answers were provided at the end of the year.

UB Phoenix Joint Venture

Following the transaction between Osisko and Gold Fields, the latter became the operator of the Phoenix JV. Over 65,000 m of drilling have been completed in 2024, including 37,000 m solely on the Moss Target where mineralization similar to the high-grade Lynx Zone has been confirmed at depth. A total of 5,700 m has been drilled in Q4 on the Gladiator SW target. Drill program ended in December and will continue later in 2025. A detailed review of the core samples from both Barry and Gladiator deposits was done.

Longitudinal View of the Moss Target with Best Results – Looking North:

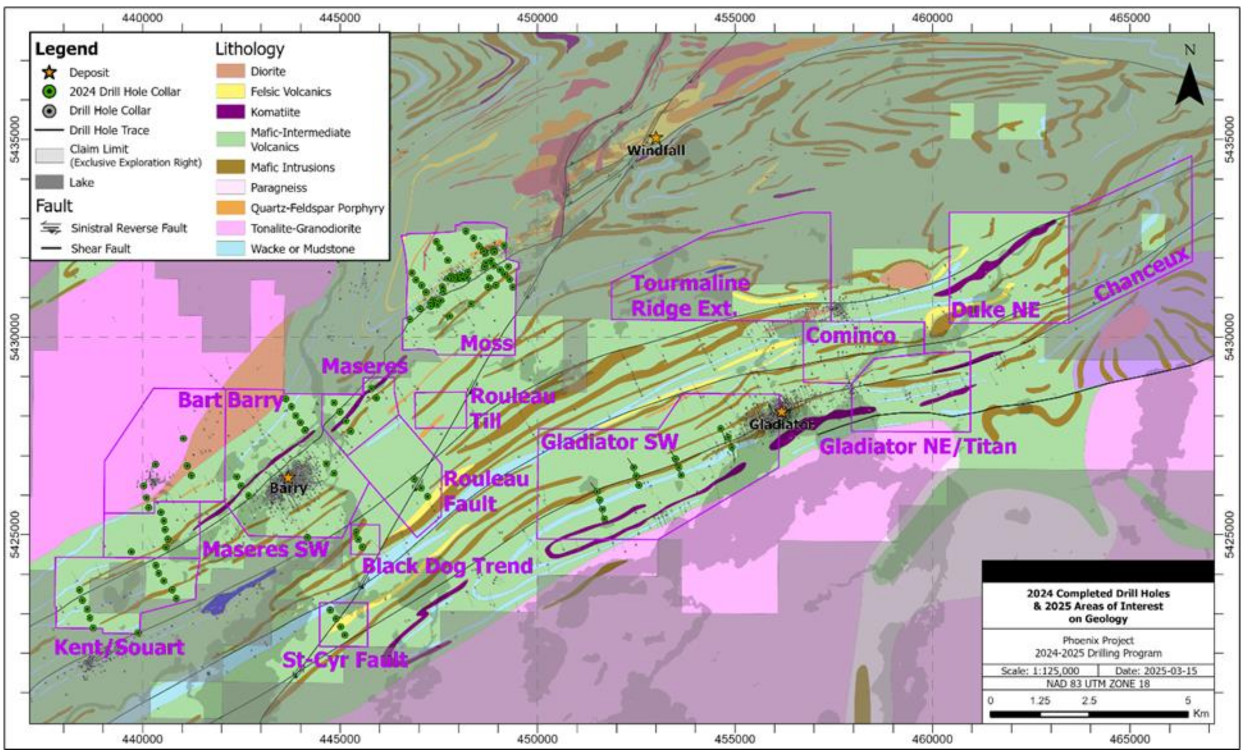


OUTLOOK FOR 2025

The Company plans to identify new targets that will form the basis of a follow-up drill program aimed at identifying a new deposit with VRIFY's AI tools, an AI-assisted mineral discovery platform and the 2023-24 exploration work at our 100%-owned Desmaraisville property, which hosts the Bachelor Mill. A 3,000 m drill program will follow later this year. Field work will be conducted during the summer followed by another drill program later to be determined.

Gold Fields is currently preparing a potential 15,000 m drill program for the Phoenix JV, with final target selection subject to internal review and prioritization. Several promising targets have already been identified, based on historical gold showings, previous drill results, and geophysical survey data Gold Fields intends to deploy three to four drill rigs, primarily focused along the Barry Shear Zone at the Gladiator NE and Titan targets. The program will also explore additional areas such as Duke NE, Chanceux, the Tourmaline Ridge extension, and Rouleau Till. Diamond drilling is expected to commence later this year upon approval. Additionally, a gravity airborne survey and associated fieldwork are being planned for the upcoming summer.

Surface Plan View with Completed Drill holes and 2025 Drill Target Areas



2023 Exploration Summary

A total of 36,004 m of exploration drilling was done in 2023. At Barry project, the Company drilled 7,277 m of definition drilling in the open pit, and 7,853 m in exploration near the Barry deposit on the east and north-east extension at depth and at Panache property.

At the Duke property, 3,387 m was drilled during the year. Osisko participated in the program as per the former Duke JV agreement (30% work interest).

At Desmaraisville, a total of 16,778 m was drilled in the second half of the year. Most of the drilling was achieved on the Desmaraisville South where several gold intercepts had been released to date. Two geophysics surveys were done as well.

The Company continued to work on permitting and engineering for the expansion of the Bachelor mill and tailings management area.

ABOUT THE MINERAL PROPERTIES

The Abitibi Greenstone Belt hosts significant gold mineralization in several parallel NE to SW trending zones. Gold in the Urban-Barry Township is primarily associated with quartz-carbonate veins mineralized with sulphides. The Company's main properties include the Gladiator, Bachelor-Moroy and Barry deposits, and the 100% owned Bachelor Mill.

On November 28, 2023, the Company executed The Agreement with Osisko. Under the Agreement, Osisko has the right to acquire up to a 70-per-cent interest in the Company's Gladiator and Barry projects, in addition to the adjoining Duke and Lac Barry properties held through joint venture agreements with Gold Fields and Gold Royalty Corp., respectively, and that are being split according to the proration of the Phoenix JV.

On October 28, 2024, Gold Fields completed the acquisition of Osisko consolidating ownership of the Windfall project and becoming the operator of the Phoenix JV with Bonterra.

Pursuant to the terms of the agreement, Osisko has paid the Company initial upfront payments totalling $5,000,000 (received). To date, over 65,000 m have been drilled, with approximately $18 million invested in the Project under the Agreement.

Specific terms of the agreement include:

- Gold Fields can earn a 70-per-cent interest in the properties, reducing the Company's interest in the Gladiator, Barry and Duke properties to 30 per cent and its interest in the Lac Barry joint venture to 15 per cent by incurring $30 million in work expenditures on the properties, with a minimum spending commitment of $10 million per year over the three-year period following the execution of the agreement;
- Gold Fields will have the right to carry over-work expenditures from year to year, and to pay cash in lieu of expenditures in the event of a shortfall;
- Gold Fields will be the operator for the properties during the exploration earn-in period;
- Once a 70-per-cent interest in the properties is earned by Gold Fields, the properties will be operated as a joint venture, with Gold Fields as the operator, and each party required to contribute to future work expenditures in accordance with the proportional interests in the joint venture;
- On January 18, 2024, the Company incorporated a subsidiary called UB Phoenix Corp. ("**Subco**"). As part of the agreement, Gold Fields will own 70-per-cent interest of certain assets including existing surface infrastructure, surface mining assets, plants and equipment once the earn-in is completed. These assets along with the properties are being transferred to the Subco and will be 100% owned by Bonterra until the earn-in is completed.
- Dilution of a party to less than 10 per cent of the joint venture will result in the conversion of their respective joint venture interest to a 1-per-cent net smelter return royalty, 50 per cent of which is subject to a buyback right of $1-million; and
- In its sole discretion, Gold Fields may accelerate its exercise of the earn-in right.

Bonterra's acquisition of Metanor Resources ("**Metanor**") and consolidation of the Company's databases and management have resulted in broader exploration and resource development plans. Bonterra prepared mineral resource estimates ("**MRE**") in accordance with National Instrument 43-101 on standards of disclosure for mineral projects ("**NI 43-101**"), for all its advanced Urban-Barry exploration assets in 2021, being the Gladiator, Barry and Moroy deposits.

The 2021 MREs have been prepared by SLR Consulting Ltd (Canada) and have been peer reviewed by SGS Canada Inc. and reviewed internally by the Company. The technical report is available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile and on the Company's web site. The effective date of the 2021 MREs is June 23, 2021 for the Barry, Gladiator and Bachelor- Moroy deposits. The report date is August 5, 2021 for all three properties, and was posted on August 9, 2021 on SEDAR+.

The results of the MRE for the Gladiator, Barry, and Bachelor-Moroy deposits are summarized in Table 1. The mineral resource estimates for the Gladiator and Barry deposits are reported at a 2.6 g/t Au cut-off grade for underground and at 1.0 g/t Au open-pit cut-off grade at Barry. The estimate for the Bachelor-Moroy deposit is reported at a 2.4 g/t Au cut-off grade, or at 3.0 g/t Au domain dependent cut-off grade at Moroy.

Table 1. Mineral Resource Estimate (effective June 23, 2021)

DEPOSIT	MEASURED			INDICATED			INFERRED		
	Tonnes	Au (g/t)	Ounces Au	Tonnes	Au (g/t)	Ounces Au	Tonnes	Au (g/t)	Ounces Au
Gladiator	-	-	-	1,413,000	8.61	391,000	4,174,000	7.37	989,000
Barry (Open-Pit)	1,732,000	2.66	148,000	184,000	2.87	17,000	15,000	2.36	1,000
Barry (Underground)	344,000	4.94	55,000	2,839,000	5.15	470,000	4,364,000	4.90	687,000
Bachelor	90,000	5.13	15,000	152,000	5.52	27,000	44,000	4.36	6,000
Moroy	36,000	6.01	7,000	615,000	5.64	112,000	570,000	5.37	98,000
Total	2,202,000	3.18	225,000	5,203,000	6.08	1,017,000	9,167,000	6.05	1,781,000

Notes: Gladiator, Barry and Bachelor-Moroy deposits

1. CIM (2014) definitions were followed for the mineral resource estimates.
2. Mineral resources are estimated at the following cut-off grades: 2.40 g/t Au* or 3.0 g/t Au**, domain dependent; 1.0 g/t Au*** and 2.60 g/t Au****, respectively (Bachelor & Moroy deposits*; Moroy deposit **; Barry open pit deposit ***; Barry & Gladiator deposits ****).
3. Mineral resources are estimated using a long-term gold price of US$1,600/oz Au, and a US$/$ exchange rate of 0.75.
4. A minimum mining width of 1.2 m was used.
5. Bulk densities are as follows: 2.83 t/m³ at Bachelor-Moroy, and varies by rock type from 2.70 t/m³ to 2.80 t/m³ at Barry and 2.80 t/m³ at Gladiator.
6. Mineral resources are reported above cut-off grades as well as above grade-thickness values of 2.88 g/t Au m and 3.6 g/t Au m, domain dependent, as well as below a 50 m crown pillar for the Moroy deposit.
7. Mineral Resources are reported within underground constraining shapes † and below a 50 m crown pillar †† (Bachelor deposit † and Gladiator deposit††).
8. Open pit and underground mineral resources are reported within optimized pit shell and underground constraining shapes, respectively for the Barry deposit.
9. All blocks modelled within the underground constraining shapes have been included within the mineral resource estimate for the Gladiator deposit.
10. Numbers may not add due to rounding.

DEPOSIT	TOTAL OUNCES DISCOVERED	METRES DRILLED	OUNCES/METRE DRILLED
Gladiator	1,380,000	229,691	6.0
Barry (Open-Pit & Underground)	1,378,000	213,249	6.5
Bachelor-Moroy	265,000	111,974	2.4
Total	3,023,000	554,914	5.4

Barry Open Pit PEA – (effective June 1, 2022)

On June 13, 2022, the Company released the highlights on an independent preliminary economic assessment ("**PEA**") on the Barry open pit project in the Urban-Barry Camp in northern Québec.

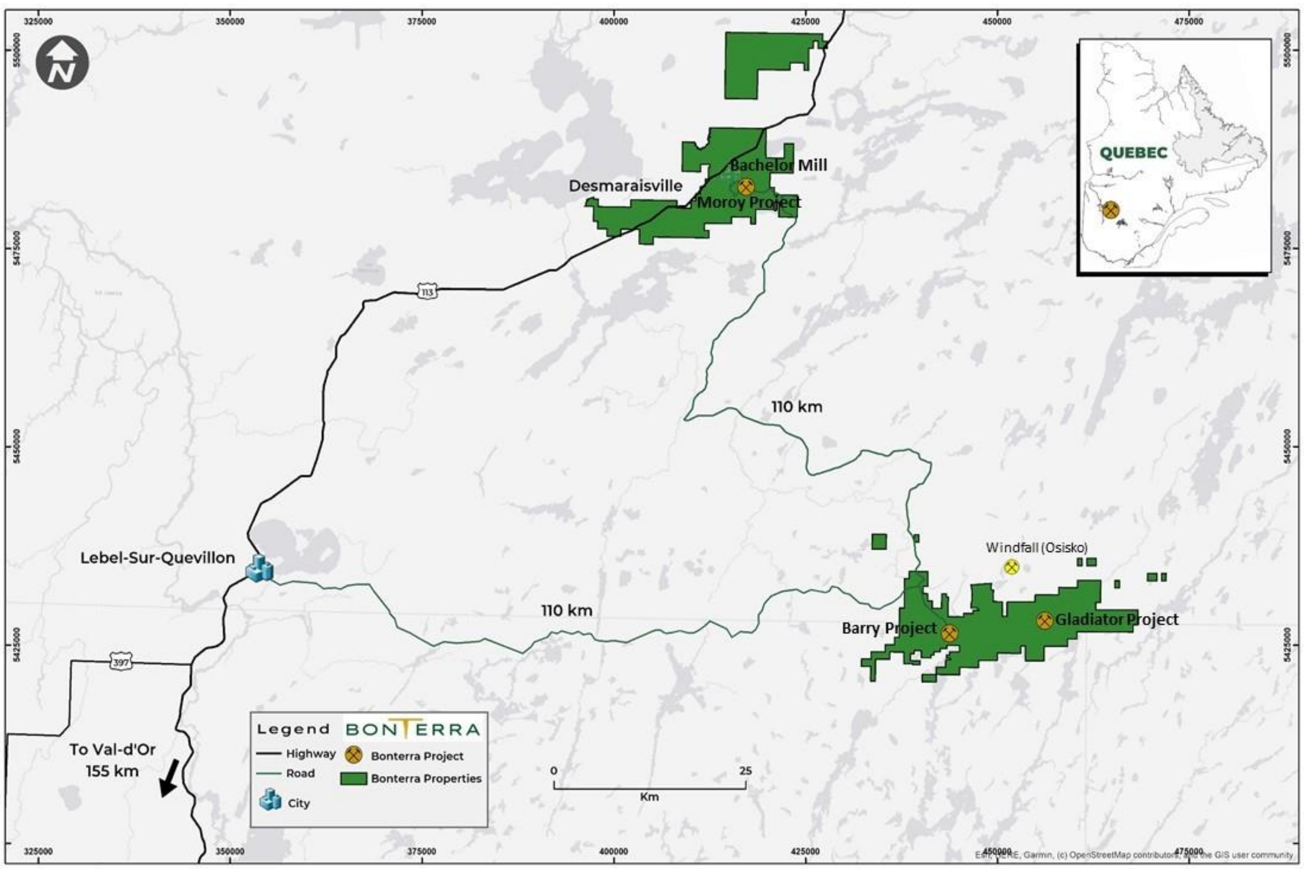
PEA Highlights

- After-tax NPV at a 5% discount rate of $48.3 million at US$1,600/oz gold, increasing to $94.0 million at US$1,900/oz gold

- After-tax IRR of 43%
- Initial capital costs of $22.1 million
- Sustaining LOM capital costs of $21.3 million
- Total mill feed of 2.0 Mt at 2.36 g/t Au
- LOM average annual gold production of 30 Koz
- LOM strip ratio of 5.4:1
- LOM total production of 145.1 Koz (95% mill recovery)
- LOM cash costs of $1,252/oz (US$939/oz)
- LOM AISC of $1,420/oz (US$1,065/oz)

BONTERRA EXPLORATION PROPERTIES

Below is a map of the Company's main exploration properties in Québec.



PHOENIX JV PROPERTY

The Company holds a 100% interest in 379 mineral claims covering 17,373.65 ha in the Urban-Barry township approximately 110 km east from the town of Lebel-sur-Quévillon. In addition to the 379 mineral claims, the Company also holds 100% interest in one mining lease where the Phoenix JV property is located. The Gladiator property is also located within the Urban-Barry property.

On March 9, 2020, the Company entered into a purchase agreement and acquired nine new claims covering an area of 508 ha, contiguous with the Company's Phoenix JV property properties located approximately 10 km southwest of the Barry deposit. To acquire the property, the Company made a cash payment of $10,000. These 9 claims are included in the 379 mineral claims listed above.

In March 2019, the Company entered into an option agreement to acquire a right to a new property called Panache, consisting of one mining claim covering an area of 56 ha, located 20 km north of the Barry property. The Company acquired the property by making a cash payment of $25,000 (paid on March 28, 2019) and issued 10,000 common shares (issued on March 28, 2019 and valued at $19,500) on closing, to the arm's length vendors and an additional cash payment of $50,000 (paid on March 19, 2020) and 15,000 common shares (issued on March 19, 2020 and valued at $11,400) before the one-year anniversary of the agreement. Following the March 2020 payment, the Company acquired 100% interest in mineral claim. This claim is included in the 379 mineral claims listed above.

On November 28, 2023, the Company executed the Agreement with Osisko (now Gold Fields). Under the agreement, Osisko (now Gold Fields) has the right to acquire up to a 70-per-cent interest in the company's Gladiator and Barry projects, in addition to the adjoining Duke and Lac Barry properties held through joint venture agreements with Osisko (now Gold Fields) and Gold Royalty Corp., respectively.

Pursuant to the terms of the Agreement, Osisko (now Gold Fields) has paid the company initial upfront payments totalling $5,000,000. Osisko (now Gold Fields) can earn a 70-per-cent interest in the properties, reducing the company's interest in the Gladiator, Barry and Duke properties to 30 per cent and its interest in the Lac Barry joint venture to 15 per cent by incurring $30,000,000 on qualifying expenditures on the properties over the next three years. As part of the deal, other assets are also being transferred in the Subco.

In August 2024, Gold Fields announced the acquisition of Osisko Mining for $2.16 billion. Gold Fields will be the operator as part of the Agreement.

Gladiator Deposit

The Gladiator deposit is located 12 km east of the Barry deposit, and 8 km southeast of the Windfall deposit. The mineralized shear zones are located near the shore of Lake Barry.

Barry Deposit

The Barry deposit is located on one mining lease and permitted for mineral extraction of up to 1.2 million tonnes using underground and/or surface mining methods. Initial mine development access and bulk sampling, with decline and cross-cut development is completed to 100 m below surface. Recent drilling has resulted in the expansion of high-grade areas down plunge at each known strike extension.

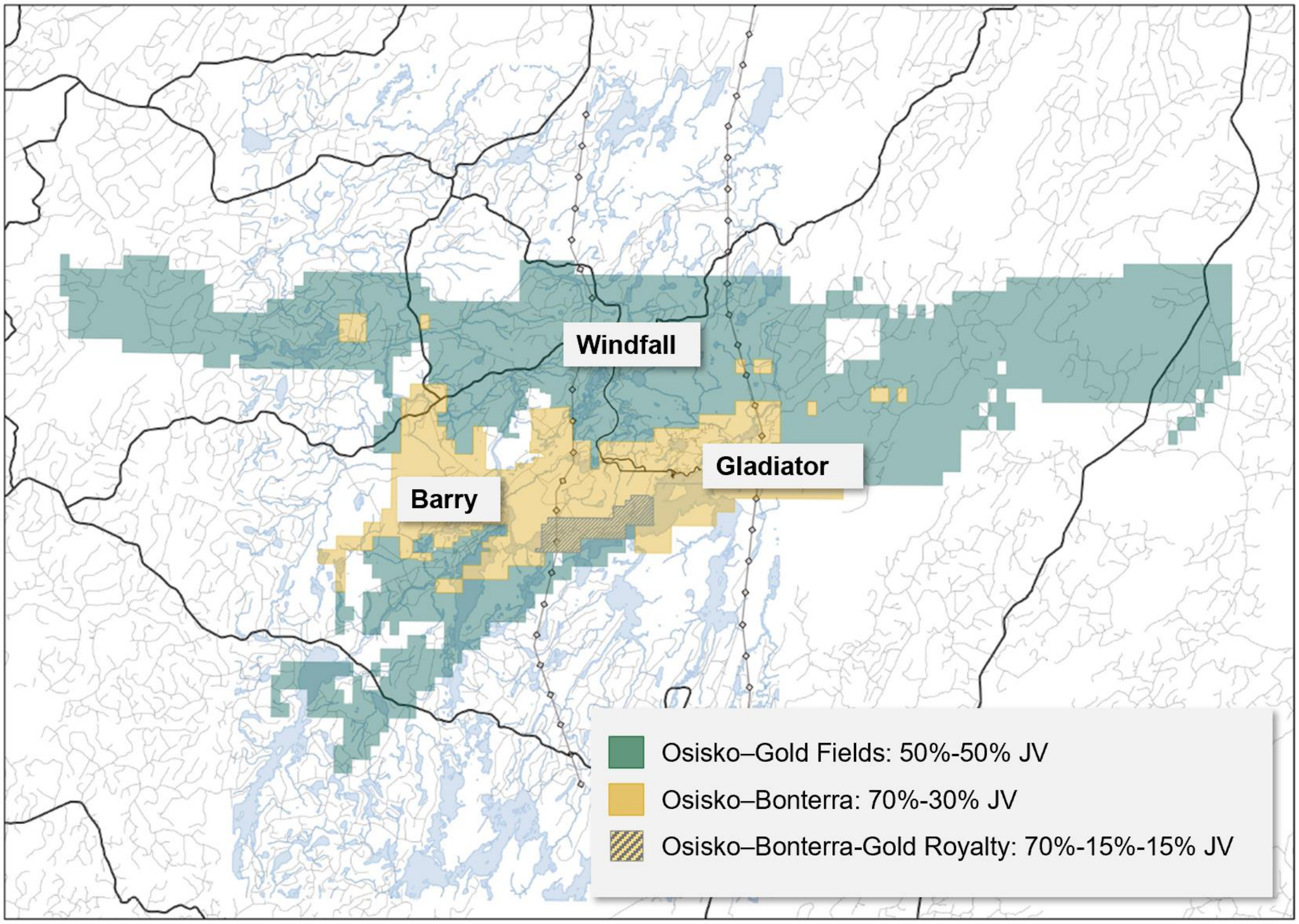
Duke Property

The property is located immediately adjacent to the northern boundaries of the Company's Urban-Barry properties containing the Gladiator deposit and extensions. This includes a narrow inset of claims that in the western portion of the property denoted as "The Gap". This property also contains numerous gold showings with expansion potential, including Lac Rouleau and Zone 18. The geological setting is similar to that of the Gladiator property, with numerous occurrences of structurally controlled shear hosted vein mineralization on or near mafic volcanic contacts in proximity to both felsic and mafic intrusive units.

The Duke property is now part of the new agreement with Osisko (now Gold Fields) where Bonterra will keep 30% of working interest once the terms of the agreement will be fulfilled.

LAC BARRY PROPERTY

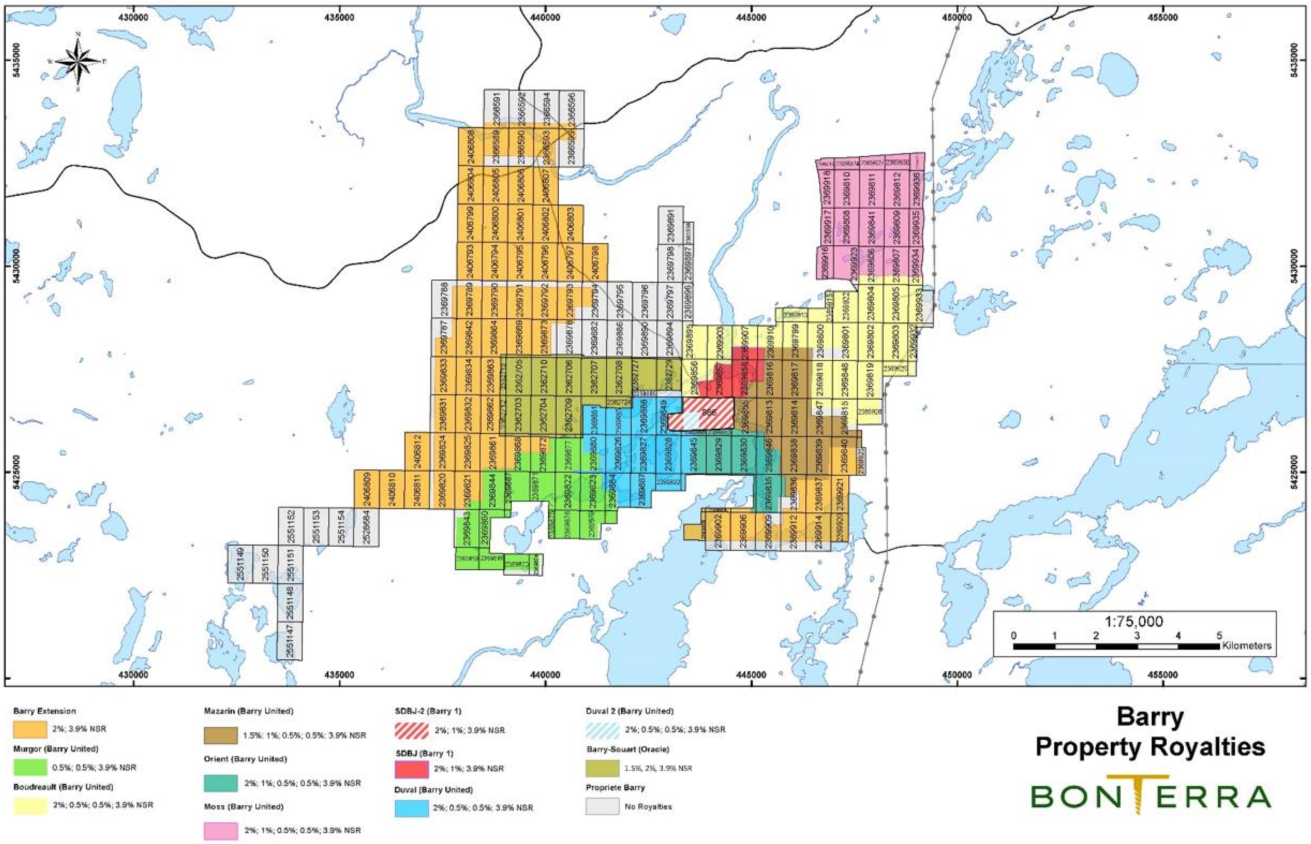
On March 10, 2016, and as amended March 30, 2017, the Company entered into an option agreement with Golden Valley Mines Ltd ("**Golden Valley"**) (acquired by Gold Royalty Corp. in November 2021) and acquired an 85% interest in Golden Valley's Lac Barry property, comprised of 35 mineral claims covering 1,431.65 ha adjacent to the south boundary of the Urban-Barry property. In February 2020, the Company agreed to a joint venture agreement with Golden Valley for the purpose of future exploration on the property.



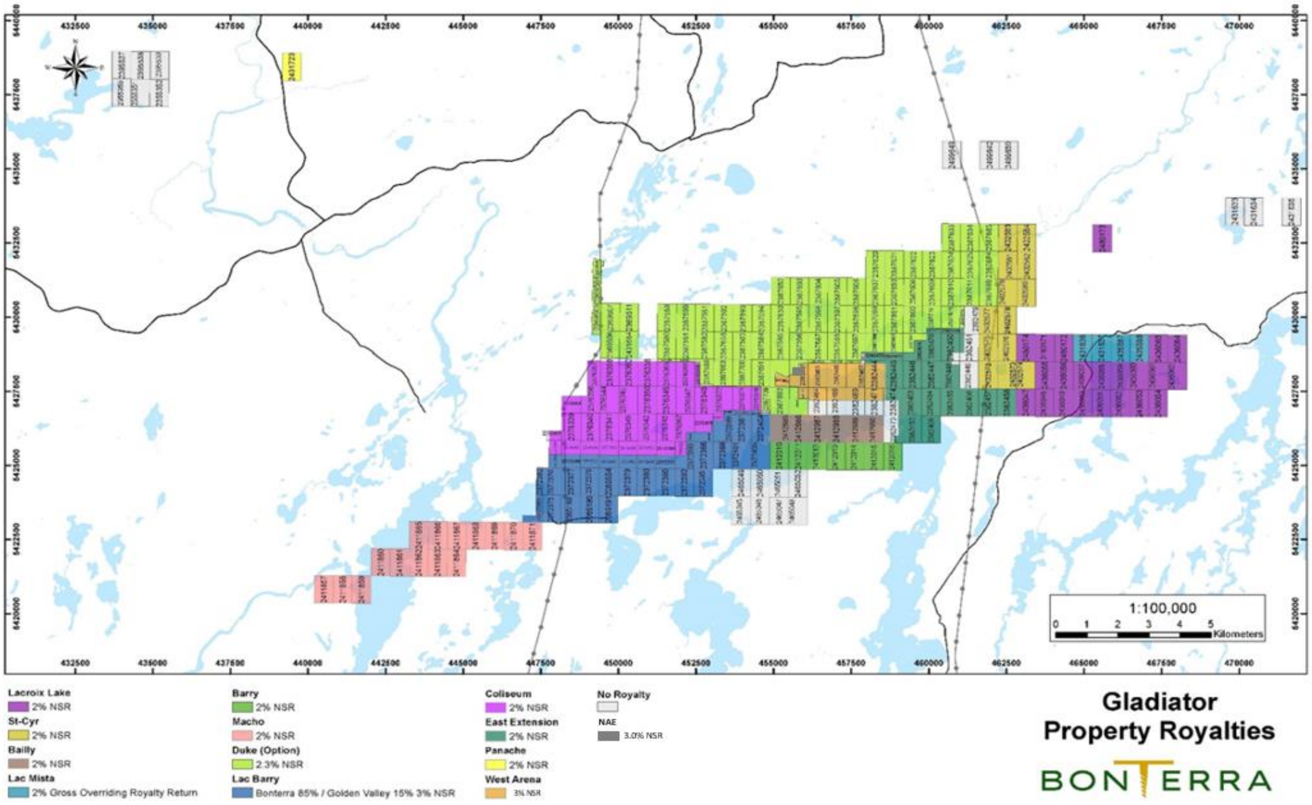
Map of the Company's properties in the Urban-Barry Camp in Québec.

Some of the Company's Barry mineral properties are subject to a net smelter return royalty ("**NSR**"). These NSR's may have various purchase options in which the Company may be able to reduce the NSR percentages by making cash payments.

On September 29, 2017, the Company entered into an amending agreement with Sandstorm Gold Ltd., effectively reducing the existing gold stream on the Bachelor mine (which required the Company to sell 20% of its gold production at the fixed price of US$500) and replacing it with a 3.9% NSR on all minerals produced from the Bachelor and Barry properties (including the surrounding exploration properties held by Metanor at September 29, 2017). The amending agreement has a buyback provision whereby 2.1% of the NSR can be repurchased upon payment of US$2M for each property, thereby reducing the NSR to 1.8%.



Map of the NSR's on the Barry properties in the Urban-Barry Camp in Québec.



Map of the NSR's on the Gladiator property in the Urban-Barry Camp in Québec.

Bachelor Camp

Moroy Deposit

The Moroy deposit is a recent discovery near the Bachelor Mill with access via the Bachelor Mine underground infrastructure. Current development consists of three sub-drifts and a series of raises, accessed from the 11th level and 14th level at the Bachelor Mine. Extensive drill information exists from 475 holes totalling 115,894 m from surface and underground at the 11th level to a depth of approximately 800 m below surface, confirming the existence of multiple unmined mineralized zones. The Moroy deposit is currently on long-term care and maintenance.

Desmaraisville Properties

The Company holds a 100% interest in 436 mineral claims covering 22,779.32 ha surrounding the town of Desmaraisville. Above the 436 claims, the company holds 100% interest in 1 mining concession, and 1 mining lease where the Bachelor Mine and mill are located. The property is immediately south, and outside the Bachelor mining lease.

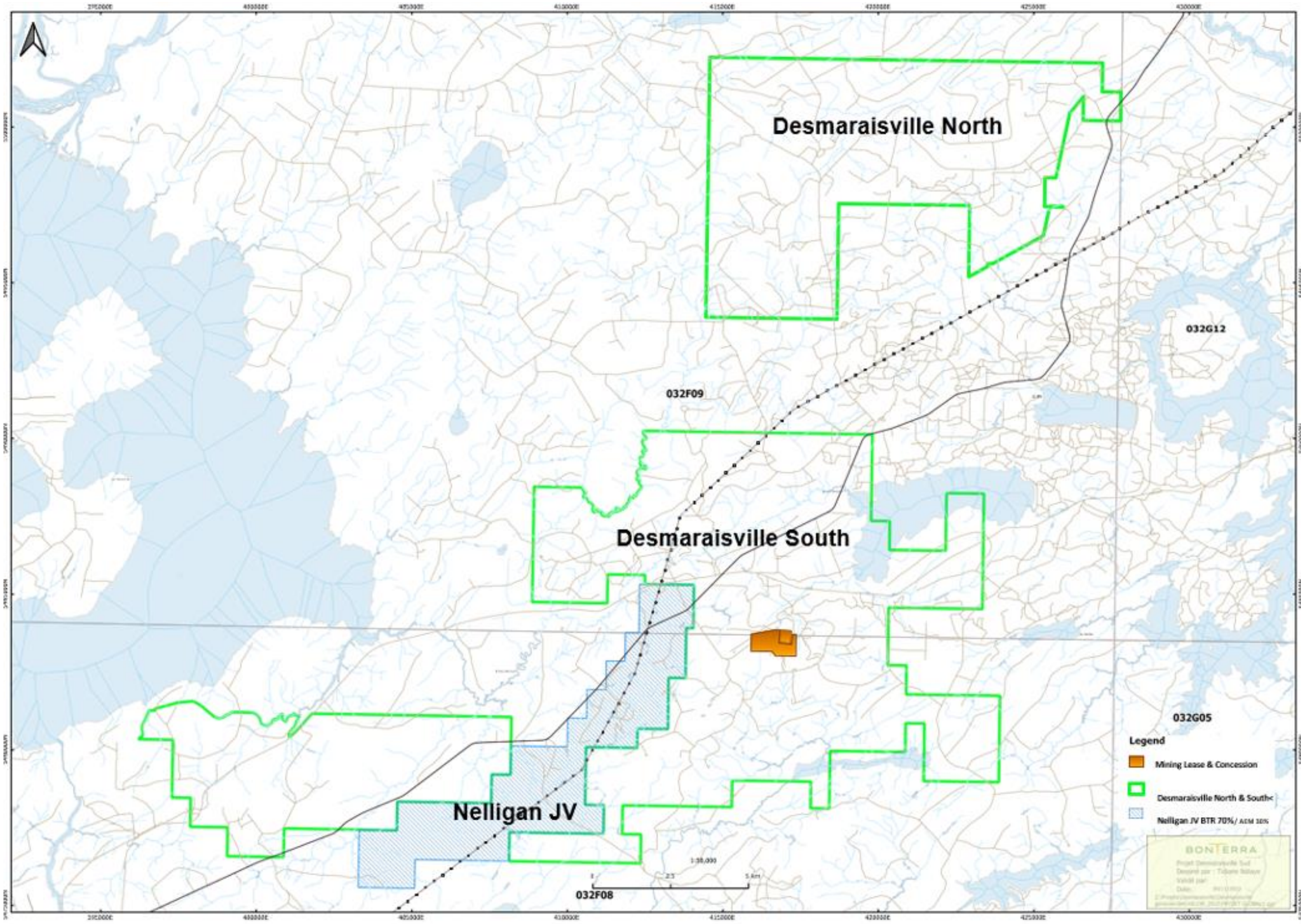
In 2020, the Company staked 231 claims north and west of the Bachelor mine and are included in the 436 claims listed above.

Bachelor Mine

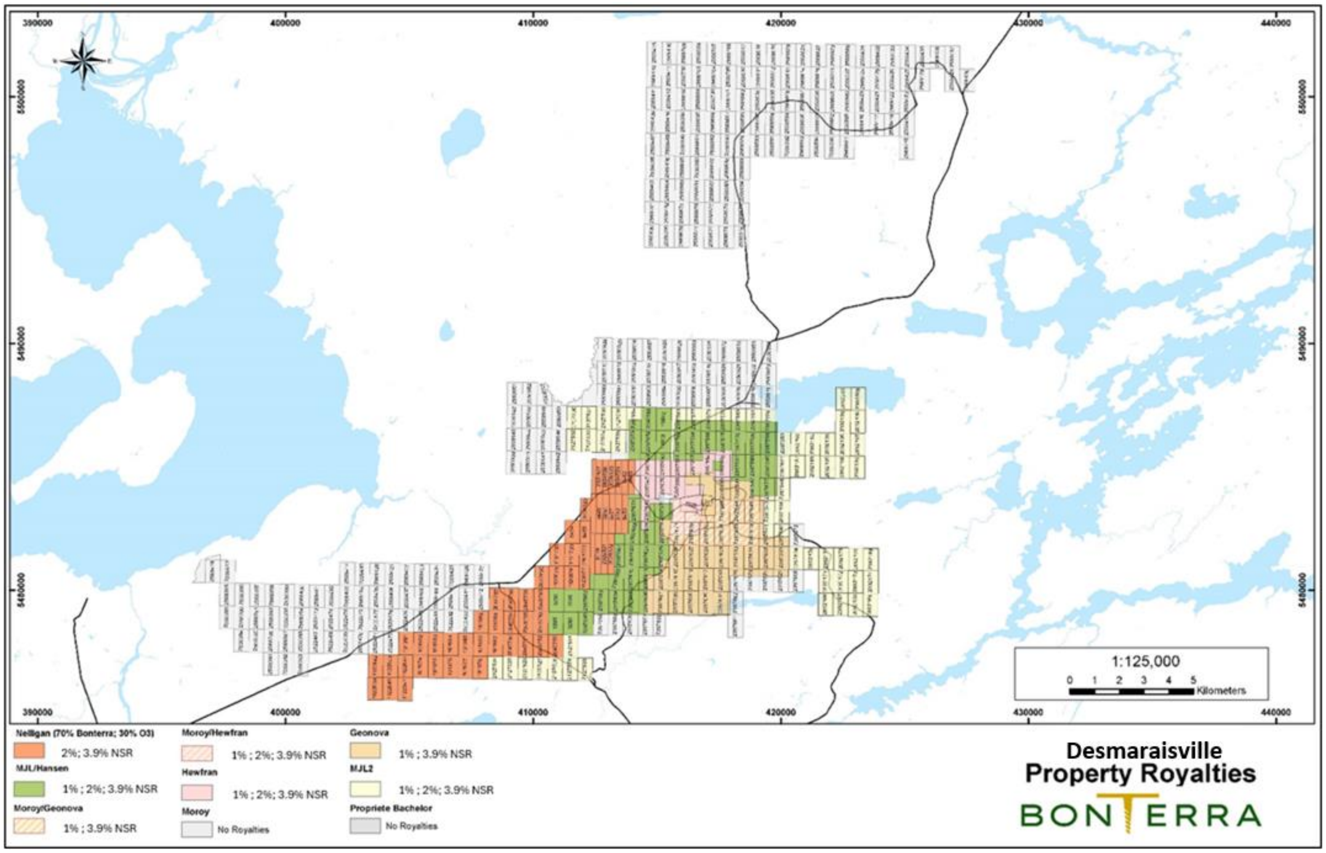
The Bachelor Mine is located on 1 mining concession, and 1 mining lease, 4 km south of Highway 113 and 90 km northeast of the city of Lebel-sur-Quévillon. The mine site is connected to the provincial electrical grid and has access to high-speed internet and mobile phone service on site. The mine site has a modern camp facility for all the workers. The mill and TMF are fully functional with the required permits and regulatory approvals. The Bachelor Mine infrastructure was used to access the Moroy deposit. There is no mineral reserves left to mine, only mineral resources. The mineralization from the Main vein continues at depth under the mined out stopes. Further exploration drilling is required to evaluate the potential of a mineral resource. The Bachelor Mine is currently in long-term care and maintenance.

Bachelor Mill

The Bachelor Mill is the only permitted mill in the region, and connected to the power grid, with more than 15 high-grade gold deposits within a 110 km radius of the mill site. The mill is accessible by a paved highway with a network of logging gravel roads linking the other properties in the area to feed the mill. Bonterra began the environmental assessment process in 2017 to proceed with the mill expansion project to increase the daily production capacity of the Bachelor Mill from 800 tonnes per day ("**TPD**") to 2,400 TPD, and to increase the total capacity of the tailing's storage facility to 8 million tonnes. In October 2019, the Company submitted an environmental assessment of the mill expansion project to the COMEX and the MELCCC. In 2020, the COMEX/MELCCC submitted a series of questions related to the mill expansion project to which the Company has responded. The Company received a second set of questions in January 2022. A new scope was submitted in Q4 2022 to the COMEX/MELCCC for their review. The new scope proposes reducing the mill expansion to 1,800 TPD from Barry mine feed only. A third set of questions was received in May 2023 and a document was sent at the end of 2024.



Map of the Company's properties in the Bachelor Camp in Québec.



Map of the NSR's for the Desmaraisville properties in Québec.

OTHER PROPERTIES

DUBUISSON PROPERTY

The Company holds a 100% interest in 21 mineral claims in the city of Val-d'Or in Québec covering 457.53 ha. The claims are adjacent to the Goldex mine, which is owned and operated by Agnico-Eagle Mines Limited.

WAHNAPITEI PROPERTY

The Company holds a 90% interest in two mining leases north of the town of Skead within the city of Greater Sudbury in Ontario. The two mining leases cover an area of 129.99 ha.

ADDITIONAL DISCLOSURE

Total for all properties

	Year ended December 31, 2024	Year ended December 31, 2023
Drilling and assays	**$ 611,175**	$ 6,585,484
Depreciation	**524,400**	478,665
Geological, consulting and wages	**1,904,730**	4,289,245
Camp costs, travel and other	**1,640,213**	2,959,548
Environmental	**463,436**	72,755
JV payments received, less transaction costs	**(50,158)**	(4,622,706)
Change in estimate for asset retirement obligation and accretion	**1,366,000**	4,566,000
Refundable mining tax credits	**(330,000)**	(2,877,651)
Technical studies	**172,837**	24,023
	$ 6,302,633	$ 11,475,363

Desmaraisville North

	Year ended December 31, 2024	Year ended December 31, 2023
Drilling and assays	**$ 6,480**	$ -
Geological, consulting and wages	**73,761**	146,145
Camp costs, travel and other	**24,473**	14,301
	$ 104,714	$ 160,446

Desmaraisville South

	Year ended December 31, 2024	Year ended December 31, 2023
Drilling and assays	**$ 519,448**	$ 3,627,503
Geological, consulting and wages	**894,454**	1,517,092
Camp costs, travel and other	**796,134**	667,375
Environmental	**1,174**	-
Refundable mining tax credits	**(330,000)**	(231,222)
	$ 1,881,210	$ 5,580,748

Moroy and Bachelor properties

	Year ended December 31, 2024	Year ended December 31, 2023
Drilling and assays	**$ -**	$ 8,124
Geological, consulting and wages	**204,340**	74,860
Camp costs, travel and other	**296,920**	250,279
Environmental	**57,374**	54,043
Change in estimate for asset retirement obligation and accretion	**1,000,000**	3,443,000
	$ 1,558,634	$ 3,830,306

Barry property

	Year ended December 31, 2024	Year ended December 31, 2023
Drilling and assays	**$ -**	$ 1,748,476
Depreciation	**129,450**	93,333
Geological, consulting and wages	**608,413**	2,029,268
Camp costs, travel and other	**403,096**	1,753,141
Environmental	**404,523**	15,627
Technical studies	**99,957**	24,023
Refundable mining tax credits	**-**	(2,646,429)
Osisko JV participation, less transaction costs	**-**	(4,371,741)
Change in estimate for asset retirement obligation	**366,000**	1,123,000
	$ 2,011,439	$ (231,302)

Gladiator and Duke properties

	Year ended December 31, 2024	Year ended December 31, 2023
Drilling and assays	**$ -**	$ 511,876
Depreciation	**394,950**	385,332
Geological, consulting and wages	**71,025**	282,040
Camp costs, travel and other	**78,925**	199,581
Osisko JV participation, less transaction costs	**-**	(250,965)
Environmental	**190**	3,085
Technical studies	**70,132**	-
	$ 615,222	$ 1,130,949

Other properties

	Year ended December 31, 2024	Year ended December 31, 2023
Drilling and assays	**$ 85,247**	$ 689,505
Geological, consulting and wages	**52,737**	239,840
Camp costs, travel and other	**40,665**	74,871
Environmental	**175**	-
Refundable mining tax credits	**(50,158)**	-
Technical studies	**2,748**	-
	$ 131,414	$ 1,004,216

SELECTED ANNUAL AND QUARTERLY INFORMATION

The following tables summarize selected annual financial data of the Company for the years ended December 31, 2024, 2023 and 2022:

	Year ended December 31, 2024	**Year ended December 31, 2023**	**Year ended December 31, 2022**
Recurring revenue	$NIL	$NIL	$NIL
Net loss and comprehensive loss	9,524,737	7,603,541	34,636,705
Basic and diluted loss per share	0.06	0.06	0.28
Total assets	24,204,732	26,853,419	32,562,740
Total current liabilities	2,996,705	6,987,620	10,568,755

SELECTED QUARTERLY INFORMATION

Results for the 8 most recently completed quarters are summarized below:

For the Three Months Ending	December 31, 2024 $	September 30, 2024 $	June 30, 2024 $	March 31, 2024 $
Exploration expenses (recoveries)	2,453,466	1,286,234	1,628,380	934,553
Loss for the period	3,158,916	1,818,332	2,503,598	2,043,891
Basic and diluted (income) loss per share	0.02	0.01	0.02	0.02
Total assets	24,204,732	25,320,650	27,908,649	24,139,033
Total current liabilities	2,996,705	2,930,852	3,904,855	5,809,951

For the Three Months Ending	December 31, 2023 $	September 30, 2023 $	June 30, 2023 $	March 31, 2023 $
Exploration expenses (recoveries)	8,281,619	(1,958,906)	1,387,633	3,765,017
(Income) Loss for the period	4,674,890	(2,594,465)	1,857,239	3,665,877
Basic and diluted (income) loss per share	0.04	(0.02)	0.01	0.03
Total assets	26,853,419	25,503,205	24,293,503	26,288,599
Total current liabilities	6,987,620	5,704,766	7,218,779	7,817,886

OVERALL PERFORMANCE

Three month period ended December 31, 2024 and 2023

During the three months ended December 31, 2024, the Company reported a net loss of $3,158,916 compared to a net loss in 2023 of $4,674,890. Variations in expenses from the three month period ended December 31, 2024 to 2023 are as follows:

- Exploration and evaluation of $2,453,466 (2023 - $8,281,619). The expense was higher in the prior year, driven primarily by a higher increase in the change in estimate of asset retirement obligation of $4,352,000 during 2023 compared to $1,023,000 during 2024, as well as higher geological, drilling, consulting and wages due to higher metres drilled during 2023.
- The Company recorded sales proceeds from the sale of precious metals from the Company's Bachelor Mill cleanup process of $nil (2023 - $795,567) from the production of nil (2023 - 332) ounces of gold, sold in October 2023;
- Professional fees decreased to $6,254 in 2024 compared to $124,486 in 2023. The Company expects these professional fees to be consistent in the coming quarters;
- The Company incurred costs of $197,854 in shareholders communications and investor relations as compared to $26,326 in 2023. The amounts increased between the two periods due to various investor relations campaigns;
- Recovery of flow-through premium liability of $446,000 (2023 - $1,741,000) is related to the reduction of the flow-through premium liability created by the issuance of Flow-Through (FT) Shares at a premium. The amount is higher in the comparable period due to timing in spending requirements. The flow-through spending requirement is $1,211,000 as at December 31, 2024.
- Mill care and maintenance of $182,577 (2023 - $740,447) decreased as expected following the underground mine had been flooded and needs less care and maintenance expenses. These costs are expected to be consistent in the coming quarters; in 2024 they mostly represent depreciation (non-cash item); and
- The Company had share based payments expenses of $170,200 (2023 - $85,000) for the three month period ended December 31, 2024. Share based payments expenses are booked based on the valuation of options using the Black-Scholes model as well as the value of restricted share units. The expenses vary based on the number of options and restricted share units issued and vested or vesting and the underlying assumptions used in the model.

Years ended December 31, 2024 and 2023

During the year ended December 31, 2024, the Company reported a net loss of $9,524,737 compared to a net loss in 2023 of $7,603,541. Variations in expenses from the year ended December 31, 2024 to 2023 are as follows:

- Exploration and evaluation of $6,302,633 (2023 - $11,475,363). The expense was higher in the prior year, driven primarily by a higher increase in the change in estimate of asset retirement obligation of $4,352,000 during 2023 compared to $1,033,000 during 2024. The Company recorded recoveries related to Québec Mining Taxes which amounted to $330,000 during the current year (2023 - $2,877,651), as well as JV payments received which amounted to $50,158 during the current year (2023 - $4,622,706). Notwithstanding the recoveries, the remaining expenses decreased driven primarily by lower geological, consulting and wages and metres drilled;
- The Company recorded sales proceeds from the sale of precious metals produced or sold from the Company's Bachelor Mill cleanup process, net of costs, of $nil (2023 - $3,021,120) from the production of nil (2023 - 1,372) ounces of gold;
- Professional fees were consistent, amounting to $333,912 in 2024 compared to $349,492 in 2023. The Company expects these professional fees to be consistent in the coming quarters;
- The Company incurred costs of $564,270 in shareholders' communications and investor relations as compared to $223,072 in 2023. The amounts increased between the two periods due to investor relations campaigns commencing in Q2 2024;
- Recovery of flow-through premium liability of $970,000 (2023 - $3,940,144) related to the reduction of the flow-through premium liability created by the issuance of Flow-Through (FT) Shares at a premium. The amount is higher in the comparable period due to timing in spending requirements; The flow-through spending requirement was $nil as at December 31, 2023 and $1,098,000 at December 31, 2024, reflecting the latest flow through financing completed in May and December 2024;
- Mill care and maintenance of $723,256 (2023 - $1,520,774) decreased as expected following the underground mine having been flooded and needs less care and maintenance expenses. These costs are expected to be consistent in the coming quarters; and
- The Company had share-based payments expenses of $795,765 (2023 - $710,000) for the year ended December 31, 2024. Share based payments expenses are booked based on the valuation of options using the Black-Scholes model as well as the value of restricted share units. The expenses vary based on the number of options and restricted share units issued and vested or vesting and the underlying assumptions used in the model.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position as at December 31, 2024 was $1,211,478 compared to $2,793,796 at December 31, 2023. The Company also held restricted cash in the amount of $588,973 (December 31, 2023 - $nil). Working capital was $200,830 at December 31, 2024, compared to working capital deficiency of $2,493,157 at December 31, 2023. Working capital included a non-cash component related to flow-through premium liability of $426,000 (December 31, 2023 - $nil). If this non-cash amount was excluded, working capital would have been $626,830 (December 31, 2023 - $2,493,157).

During the year ended December 31, 2023, the Company recorded sales proceeds from the sale of precious metals produced or sold from the Company's Bachelor Mill cleanup process, net of costs, of $3,021,120 from the production of 1,372 ounces of gold.

On December 12, 2024, the Company closed a non-brokered private placement for gross proceeds of $1,088,956. The Company sold 2,722,391 flow-through units ("FT Unit") of the company at a price of $0.40 cents per FT Unit. Each FT Unit consists of one common share of the Company and one-half common share purchase warrant (each, a "Warrant"), with each Warrant entitling the holder to purchase one common share of the Company at a price of $0.31 at any time on or before December 12, 2026.

Commission and other share issue costs of $111,252 were incurred.

On May 3, 2024, the Company closed a private placement for gross proceeds of $8,541,250. The Company sold (i) 5,250,000 FT Units of the Company to purchasers at a price of $0.445 per FT Unit for gross proceeds of $2,336,250; and (ii) 24,820,000 Units of the Company at a price of $0.25 per Unit for gross proceeds of $6,205,000 from the sale of Units. Each Unit and FT Unit consists of one common share of the Company and one Warrant, with each Warrant entitling the holder to purchase one common share of the Company at a price of $0.31 at any time on or before May 3, 2028.

Commission and other share issue costs of $917,754 were incurred.

In connection with the Offering the Company issued to the agents warrants to purchase an aggregate of 2,004,500 common shares of the Company at a price of $0.25 per share exercisable for a period of four years from closing.

On May 2, 2024 the Company settled $1,500,000 in outstanding indebtedness owed to an arm's length creditor through the issue of 6,000,000 Shares at a fair value of $0.25 per Share.

Notwithstanding success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and, as such, alternative funding programs are also being pursued by the Company.

The Company must utilize its current cash reserves, funds obtained from the exercise of options and warrants, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, and ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company anticipates that it will raise additional capital when and if the opportunity arises.

TRANSACTIONS WITH RELATED PARTIES

These amounts of key management compensation are included in the amounts shown on the consolidated statements of comprehensive loss:

For the year ended,		December 31, 2024		December 31, 2023
Short-term compensation				
Salaries, management and director fees	**$**	**1,255,000**	$	1,301,000
		1,255,000		1,301,000
Share-based payments		**724,000**		683,000
	$	**1,979,000**	$	1,984,000

Included in trade and other payables at December 31, 2024 was $109,122 (December 31, 2023 - $220,096) due to officers and or directors for expense reimbursements, unpaid fees and termination payments. The amounts payable is non-interest-bearing, uncollateralized and are repayable on demand.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

None.

CAPITAL DISCLOSURES

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of mineral properties, to maintain financial strength, to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Except for the TSX-V's minimum working capital requirements, the Company does not have any externally imposed capital requirements to which it is subject. Capital of the Company comprises shareholders' equity.

The Company manages the capital structure and adjusts it following changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. The Company's investment policy is to invest its cash in financial instruments at high credit quality financial institutions with terms to maturity selected regarding the expected timing of expenditures from continuing operations. The Company's overall strategy remains unchanged from the prior year.

FINANCIAL INSTRUMENTS

As at December 31, 2024, the Company's financial instruments consist of cash, restricted cash, marketable securities, receivables, security and contract deposits, and trade and other payables and long-term debt.

Fair Value

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

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 that are not based on observable market data.

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy:

December 31, 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash	**$ 1,211,478**	**$ -**	**$ -**	**$ 1,211,478**
Restricted cash	**$ 588,973**	**$ -**	**$ -**	**$ 588,973**
Marketable securities	**$ 11,605**	**$ -**	**$ 10,000**	**$ 21,605**

December 31, 2023	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash	$ 2,793,796	$ -	$ -	$ 2,793,796
Marketable securities	$ 50,000	$ -	$ 10,000	$ 60,000

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Going concern risk assessment

The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon its ability to fund its existing acquisition and exploration commitments on its exploration and evaluation projects when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of its exploration and evaluation assets or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. The consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

Impairment of long-term assets

The evaluation if an impairment test in accordance with IAS 36 needs to be performed on its long-term assets requires judgement in determining whether it is likely that future economic benefits will be achieved at certain mining properties, which may be based on assumptions about future events or circumstances. If, after expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written down in profit or loss in the consolidated statement of comprehensive loss in the period when the new information becomes available.

Asset retirement obligations

The Company assesses its asset retirement obligations annually. Determining these obligations requires significant estimates and assumptions due to the numerous factors that affect the amount ultimately payable. Such factors include estimates of the scope and cost of restoration activities, legislative amendments, known environmental impacts, the effectiveness of maintenance and restoration measures and changes in the discount rate. This uncertainty may lead to differences between the actual expense and the allowance. At the date of the statement of financial position, asset retirement obligations represent management's best estimate of the charge that will result when the actual obligations are terminated.

In 2023, the asset retirement obligations had significantly increased since the Company quotes from various suppliers had increased as well.

Flow-through private placements

The flow-through premium liability reflect premiums received by the Company from the issuance of flow-through shares. On issuance, if there is a concurrent flow-through and non flow-through private placement, the Company allocates the premium paid between the flow-through and non flow-through private placement as the flow-through premium liability. If there is no concurrent non flow-through private placement, the Company allocates the proceeds to the fair value of the share capital and warrants on a pro rata basis, with the residual being allocated to the flow-through premium, which is recognized as a liability. This determination and allocation is subjective and does not necessarily provide a reliable measure of fair value.

RISKS AND UNCERTAINTIES

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing.

Business Risk

There are numerous business risks involved in the mineral exploration industry, some of which are outlined below. The Company may not always own 100% of the mineral claims, concessions, rights or other interests. Similarly, any non-compliance with or non-satisfaction of the terms of an option agreement by the Company could affect its ability to exercise the option and earn its interest in the claims, concessions and assets relating to mineral properties.

Mining claims, concessions or other interests may not include surface rights and there can be no assurance that the Company will be successful in negotiating long-term surface rights access agreements in respect of the properties. Failure to obtain surface rights could have an adverse impact on the Company's future operations.

The Company's current or future operations, including exploration and evaluation activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether.

The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts, and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgment, as well as the expertise and competence of the outside contractors, experts, and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company's operations and financial performance.

Additional Capital

The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and evaluation of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

Commodity Price Risk

The price of the common shares in the capital the Company, its financial results, exploration and evaluation activities have been, or may in the future be, adversely affected by declines in the price of gold and/or other metals. Gold, silver and other commodity prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from mining and sale of precious and base metals or interests in properties related thereto. The effect of these factors on the price of precious and base metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

Acquisition

The Company uses its best judgment to acquire mining properties for exploration and evaluation. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and evaluation, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

Political Risk

All of the Company's properties are located in Québec, Canada. Accordingly, the Company is subject to risks normally associated with exploration for and evaluation of mineral properties in this country. The Company's mineral exploration activities could be affected in varying degrees by such political instability, aboriginal land claims and government regulation relating to foreign investment and the mining business. Operations may also be affected in varying degrees by terrorism, military conflict or repression, crime, tariffs, extreme fluctuations in currency rates and high inflation.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing it at major Canadian financial institutions. The Company manages security and contract deposits by placing the funds in a major insurance company. Included in receivables is $577,564 (December 31, 2023 - $1,237,160) owing from the Canada Revenue Agency and Revenu Québec. Management of the Company believes it has minimal credit risk. Remaining receivables are due from third party and the Company assesses for recoverability quarterly and records an allowance for doubtful accounts for any amounts deemed unrecoverable.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

- Currency risk – The Company has no funds held in a foreign currency, and as a result, is not exposed to significant currency risk on its financial instruments at period-end.

- Interest rate risk – Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates. The Company is not exposed to the risk of changes in fair value arising from interest rate fluctuations.

- Other price risk – Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is exposed to other price risk on its marketable securities and the gold price.

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 to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The current liabilities of the Company as of December 31, 2024 equal $2,996,705 (December 31, 2023 - $6,987,620).

Environmental and Permitting
All aspects of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Competition
The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than the Company. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

Internal Control over Financial Reporting
Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

NEW ACCOUNTING STANDARDS ADOPTED DURING THE PERIOD AND ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

New accounting standards adopted during the period

Amendments to IAS 1 – Non-current Liabilities with Covenants (Amendments to IAS 1)

- Effective on January 1, 2024, the amendments clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. This amendment did not have a material impact on the Company's consolidated financial statements.

Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)

- Effective on January 1, 2024, the amendment clarifies how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. This amendment did not have a material impact on the Company's consolidated financial statements.

Amendments to IAS 7 and IFRS 7 - Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)

- Effective on January 1, 2024, the amendment clarifies to add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements. This amendment did not have a material impact on the Company's consolidated financial statements.

Accounting standards issued but not yet effective

Standards and interpretations issued but not yet effective up to the date of issuance of the consolidated financial statements are listed below.

- IFRS 18 Presentation and Disclosure in Financial Statements was issued by the International Accounting Standards Board in April 2024, with mandatory application of the standard in annual reporting periods beginning on or after January 1, 2027. The objective of IFRS 18 is to set out requirements for the presentation and disclosure of information in general purpose financial statements to help ensure they provide relevant information that represents an entity's assets, liabilities, equity, income and expenses. The Company has not yet assessed the impact of IFRS 18 on the Company's consolidated financial statements.

- On May 30, 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments focus on areas such as the recognition and derecognition of financial assets and liabilities, the assessment of the "sole payments of principal and interest" criterion, and disclosures for instruments with contractual terms that can change cash flows, including those linked to ESG targets. The Company has not yet assessed the impact of these amendments on the Company's consolidated financial statements.

CONTINGENCIES AND COMMITMENTS

As at December 31, 2024, the Company had three (December 31, 2023 – three) of these types of agreements with officers of the Company that totalled annual base fees of $695,000 and US$150,000 (December 31, 2023 – $695,000 and US$150,000). In the case of termination, the officers are entitled to an amount equal to $613,000 and US$150,000 (December 31, 2023 – $593,000 and US$150,000) and in the case of a change of control of the Company, the officers under certain circumstances are entitled to an amount equal to $1,535,000 and US$150,000 (December 31, 2023 – $1,145,000 and US$150,000).

Flow-through obligations

At December 31, 2024, the Company had a remaining commitment to incur exploration expenditures of $1,211,000 (December 31, 2023 - $nil) in relation to its flow-through share financing.

Asset retirement obligations

On September 9, 2013, the MRNF approved the update of the closure plan for the Bachelor mine. The financial guarantee covering the closure costs amount to $4,000,104 which as at December 31, 2024 and December 31, 2023 was covered by insurance bonds, which the company has paid 40% (2023 – 48%) collateral for the insurance bonds. In February 2024, the MRNF approved the update of the restoration plan of the Barry mine and bonding requirements as follows: $563,606 by May 2024 (paid), $281,802 by February 2025 and $281,802 by February 2026.

Bachelor Mill Complex

A closure plan for the mill, tailing storage facility, and underground facilities at both Bachelor and Moroy is in good standing. A 40% collateral insurance bond is in place for the site. In May 2023, the Company received an amended closure plan approved by the Minister. The revised closure plan was approved in May 2023 and in March 2024, the Company retracted the revised closure plan approved and an updated closure plan was submitted in June, pending MRNF review and approval.

Barry Mine

A closure plan for the underground and surface facilities at Barry is in good standing as a new closure plan was approved by the MRNF in February 2024. A 40% collateral insurance bond is in place for the site for an amount of bond of $1,911,240. The revised closure plan was approved in February 2024 and as a result the Company is required to increase its bonding requirements as follows: $563,606 by May 2024, $281,802 by February 2025 and $281,802 by February 2026. First requirement of $563,606 has been secured.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company had the following securities issued and outstanding:

	April 23, 2025	December 31, 2024	December 31, 2023
Common shares	168,525,006	166,150,006	127,357,615
Warrants	34,248,196	33,435,696	-
Stock options	10,295,000	11,085,000	7,755,000
Restricted Stock Unit (RSU)	300,000	1,050,000	-
Fully diluted shares	213,368,202	211,720,702	135,112,615

OTHER INFORMATION

Additional information is accessible at the Company's website www.btrgold.com or through the Company's public filings at www.sedarplus.ca.

MANAGEMENT'S RESPONSIBILITY

Management is responsible for all information contained in this MD&A. The audited consolidated financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the audited consolidated financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Company's audit committee has reviewed the audited consolidated financial statements with management. The Board of Directors has approved these audited consolidated financial statements on the recommendation of the audit committee.

TECHNICAL INFORMATION

This Quarterly Highlights uses the terms measured, indicated, and inferred mineral resources as a relative measure of the level of confidence in the resource estimate. Readers are cautioned that mineral resources are not economic mineral reserves and that the economic viability of mineral resources that are not mineral reserves has not been demonstrated. The estimate of mineral resources may be materially affected by geology, environmental, permitting, legal, title, socio-political, marketing, or other relevant issues. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to an indicated or measured mineral resource category. The mineral resource estimate is classified in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum's "CIM Definition Standards on Mineral Resources and Mineral Reserves" incorporated by reference into NI 43-101. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies or economic studies except for a preliminary economic assessment as defined under NI 43-101. Readers are cautioned not to assume that further work on the stated resources will lead to mineral reserves that can be mined economically.

The scientific and technical content in this Management Discussion and Analysis has been reviewed and approved by Mr. Marc-André Pelletier, P.Eng. (OIQ #113978), CEO of Bonterra and Donald Trudel, P.Geo. (OGQ #813) and Bonterra's Director of Geology, who are each a Qualified Person within the meaning of NI 43-101.