FORAN

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

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This Management's Discussion and Analysis ("**MD&A**") of the financial position and results of operations for Foran Mining Corporation (the "**Company**" or "**Foran**") should be read in conjunction with the audited consolidated financial statements of the Company as at and for the year ended December 31, 2023, together with the MD&A for the year ended December 31, 2023, and unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2024 and the related notes thereto, which have been prepared using accounting policies consistent with IFRS Accounting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). For further information on the Company, reference should be made to its public filings on SEDAR+ at www.sedarplus.ca or the Company's website at www.foranmining.com.

This MD&A is prepared by management and was approved by the Company's board of directors (the "**Board of Directors**") on November 7, 2024. Our discussion covers the three ("**Q3 2024**") and nine months ended September 30, 2024, and where noted, the subsequent period up to the date of issuance of this MD&A. All amounts are stated in Canadian dollars unless otherwise indicated.

In this MD&A, unless the context otherwise requires, references to "we", "us", "our" or similar terms, as well as references to "Foran" or the "Company", refer to Foran together, where context requires, with its subsidiaries and affiliates.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined under applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or to the future performance of the Company and reflect management's expectations and assumptions as of the date hereof or as of the date of such forward-looking statement.

All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Forward looking statements in this MD&A include, but are not limited to, statements regarding our objectives and our strategies to achieve such objectives; our beliefs, plans, estimates, projections and intentions, and similar statements concerning anticipated future events, including in respect of exploration objectives and expectations; as well as specific statements in respect of developing the McIlvenna Bay Deposit and advance the McIlvenna Bay Project, including through construction, exploration, resource definition and environmental and engineering studies; our business activities, including the acquisition, exploration and development of mineral properties; our ability to discover mineral reserves and develop an operating mine; expectations regarding the McIlvenna Bay Deposit, Tesla Zone, Bridge Zone and other mineral properties, including in respect of potential expansion; our ability to create a blueprint for responsible mining that is upheld as leading practice; our commitment to creating value for all stakeholders; our intention to strive to work with and support local communities, provide safe employment, and advance diversity and equality; our capital cost estimate for the Phase 1 plan to completion of $826 million and other details in respect thereto; our development update and our expectation that commercial production will occur in the first half of 2026; the Exploration Target; the Tesla Zone, including in respect of continuity of mineralization, it remaining open for expansion and the potential that it may host a previously unrecognized mineralization style; the potential of Galvani, Curie, Hanson North and Denare West properties to host significant precious and base metal VHMS occurrences; our potential exercise of the Denare West Option; the Company receiving ITCs; our 34,000-metre planned summer drilling program, and its focus on expanding and increasing the definition of the Tesla Zone and other high-priority targets within trucking distance of the planned processing facility at the McIlvenna Bay Property; our 2024 exploration program consisting of a planned 54,000-metres of exploration focused on expanding and increasing the definition of the Tesla Zone, drill testing the Bridge Zone and other high priority regional targets, our intention to continue focusing on such exploration programs during 2024, and our timeline and breakdown of exploration for 2024 into approximately 20,000 m of ice and land-base drilling, 6,000m of Tesla Zone extension drilling, and 28,000 m of summer drilling focused on expanding the Tesla Zone and regional targets in the Hanson Lake area; our infill drilling program targeting increased definition of the central part of, and the expected expansion of the mineralized footprint of, the Tesla Zone; our intention to continue to identify and refine exploration targets by collecting geophysical data; the expectation that certain of our properties host significant precious and base metal VHMS occurrences; the repurchasing of any royalties; the finalization of outstanding assays; our plans in respect of dividend payments; the benefits to be derived in connection with the proximity of the Tesla Zone and the McIlvenna Bay Deposit from economies of scale in respect of existing and planned infrastructure; our geological interpretation of our properties, including in respect of the Bridge Zone representing folded stratigraphy linking the Tesla Zone and McIlvenna Bay Deposit, and our expectation that additional drilling in such area is required; our view that Bridge Zone drilling results suggest that such zone may be a focus area for future exploration; our goals, plans and objectives in respect of engineering, our construction schedule, underground development, and permitting; our plans for the construction of the Transmission Line; our ability to address conditions and secure approvals needed to construct and operate the McIlvenna Bay Project; our reclamation and remediation obligations; our intended use of net proceeds from financing activities and our facilities, and our expectation that a reallocation of funds may be necessary and that we may update our use and application of funds in future MD&As; our expected use of our battery electric vehicle mining fleet and its components; the funds advanced to the DPA, including their potential release; the expectation that our exploration, development and operation activities will require additional funding; our ability to obtain replacement financial instruments in the event that the Project Surety Bond, Project LC, or SaskPower Guarantee, or LC Facility are terminated; our expectation that no material trends, fluctuations, events or uncertainties will impact our liquidity; our ability to discover and advance economically viable mineral deposits; and our intention to continue to monitor and evaluate the design and effectiveness of our internal controls.

Inherent in forward-looking statements are known and unknown risks, estimates, assumptions, uncertainties and other factors that 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 contained in this MD&A. These factors include, but are not limited to, management's belief, expectations and response to the following and, in certain cases, management's response with regard to the following: the Company's reliance on the McIlvenna Bay Property; the Company has a history of losses and may not be able to generate sufficient revenue to be profitable or to generate positive cash flow on a sustained basis; the Company is exposed to risks related to mineral resources exploration and development; failure to comply with covenants under the Amended Credit Facility or the Equipment Finance Facility may have a material adverse impact on the Company's operations and financial condition; the Company may require additional financing and future share issuances may adversely impact share prices; the Company has no history of mineral production; the Company is subject to government regulation and failure to comply could have an adverse effect on the Company's operations; the Company may be involved in legal proceedings which may have a material adverse impact on the Company's operations and financial condition; interest rates risk; market and liquidity risk; the Company's operations are subject to extensive environmental, health and safety regulations; mining operations involve hazards and risks; the Company may not be able to acquire or maintain satisfactory mining title rights to its property interests; indigenous peoples' title claims may adversely affect the Company's ability to pursue exploration, development and mining on the Company's mineral properties; uncertainties and risks relating to the technical report entitled the "Technical Report on the Feasibility Study for the McIlvenna Bay Project, Saskatchewan, Canada", dated April 14, 2022 and with an effective date of February 28, 2022 (the "**2022 Feasibility Study** exercise of outstanding stock options, restricted share units ("**RSUs**") and deferred share units ("**DSUs**") may be dilutive; price volatility of publicly traded securities may affect the market price of the Company's common shares (the "**Common Shares**"); the Company has incurred substantial losses and may never be profitable; financial instrument risk; and the additional risks identified in our filings with Canadian securities regulators on SEDAR+ in Canada (available at www.sedarplus.ca). Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended.

The forward-looking statements contained in this MD&A reflect the Company's current views with respect to future events and are based upon a number of assumptions that, while considered reasonable by the Company, are inherently subject to significant operational, business, economic and regulatory uncertainties and contingencies. These assumptions include: the accuracy of mineral reserve and resource estimates and the assumptions upon which they are based, including geotechnical and metallurgical characteristics of rocks confirming to sampled results and metallurgical performance; tonnage of ore to be mined and processed; ore grades and recoveries; assumptions and discount rates being appropriately applied to the technical studies; success of the Company's projects, including the McIlvenna Bay Project; prices for zinc, copper, gold and silver remaining as estimated; currency exchange rates remaining as estimated; availability of funds for the Company's projects; capital decommissioning and reclamation estimates; prices for energy inputs, labour, materials, supplies and services (including transportation); availability of equipment; sustained labour stability with no labour-related disruptions; that infrastructure anticipated to be developed, operated or made available by third parties will be developed, operated or made available as currently anticipated; no unplanned delays or interruptions in scheduled construction and production; all necessary permits, licenses and regulatory approvals are received in a timely manner; and the ability to comply with environmental, health and safety laws. The foregoing list of assumptions is not exhaustive.

Readers are cautioned not to place undue reliance on forward-looking statements and should note that the assumptions and risk factors discussed in this MD&A are not exhaustive. Actual results and developments are likely to differ and may differ materially from those expressed or implied by the forward-looking statements contained in this MD&A. All forward-looking statements herein are qualified by this cautionary statement. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law. Additional information about these assumptions, risks and uncertainties is contained in our filings with securities regulators.

NATURE OF BUSINESS

The Company was originally incorporated under the laws of British Columbia on June 21, 1989 under the *Company Act* (British Columbia) and changed its name to Foran Mining Corporation on September 8, 1989. On November 13, 2007, the Company continued into Saskatchewan under *The Business Corporations Act* (Saskatchewan) and on July 4, 2014, the Company continued back to British Columbia under the *Business Corporations Act* (British Columbia). The Company is a reporting issuer in each province and territory of Canada. The Company's Common Shares are traded on the Toronto Stock Exchange ("**TSX**") under the symbol "FOM" and on the OTCQX Best Market under the ticker symbol "FMCXF".

The Company's principal business activity is the acquisition, exploration and development of mineral properties with the objective of discovering mineral reserves and the development of an operating mine. The Company's flagship property is its 100% owned McIlvenna Bay property ("**McIlvenna Bay Property**") in Saskatchewan, Canada, located approximately 65 kilometres ("**km**") west of Flin Flon, Manitoba. The Company holds its interest in the McIlvenna Bay Property through its wholly-owned subsidiary, McIlvenna Bay Operating Ltd. ("**MBO**").

As of quarter end, Foran was in the development stage after announcing a formal investment decision to proceed with the construction of the McIlvenna Bay Project (the "**McIlvenna Bay Project**"), a copper ("**Cu**") - zinc ("**Zn**") - gold ("**Au**") - silver ("**Ag**") rich volcanic-hosted massive sulphide ("**VHMS**") deposit ("**McIlvenna Bay Deposit**") intended to be the centre of a new mining camp in a prolific district that has already been producing for 100 years.

The McIlvenna Bay Project hosts the McIlvenna Bay Deposit and the Tesla Zone and comprises the infrastructure and works related to the Company's development activities in respect of the McIlvenna Bay Deposit. The Tesla Zone lies adjacent to and approximately 300 metres ("**m**") north of the McIlvenna Bay Deposit (the "**Tesla Zone**").

Foran's objective is to develop the McIlvenna Bay Property as part of a broader mission to create a blueprint for responsible mining that is upheld as a leading practice. Foran is committed to creating value for all stakeholders, which includes striving to work with and support local communities, provide safe employment, and advance diversity and equality.

To date, the Company has not generated any revenues.

Further information regarding the business of Foran, its operations and its mineral properties can be found in the Company's most recent annual information form filed on SEDAR+ under the Company's profile at www.sedarplus.ca.

RECENT DEVELOPMENTS

Project Development

On July 15, 2024, the Company announced that its Board of Directors had made a formal decision to proceed with the construction of the McIlvenna Bay Project. The initial capital cost estimate outlined in the 2022 Feasibility Study was revised to incorporate detailed engineering efforts, including expansionary capacity and additional processing redundancies. The initial capital budget is based on capital expenditures from June 1, 2024, through to commercial production. Phase 1 project capital costs have been estimated to completion, net of costs incurred up to and including May 31, 2024, with a resulting $826 million cost set out in the table below.

Items	Phase 1 Capital Budget ($M)
Process Plant	173
Underground Development, Equipment and Infrastructure	156
Project Indirect	153
Infrastructure	144
Owners Costs	112
Facilities & Surface Equipment	30
Contingency	77
Net Pre-Commercial Production Credits	(19)
Total	**826**

From June 1, 2024, to September 30, 2024, the Company incurred approximately $126.6 million of costs toward its Phase 1 capital budget.

On October 24, 2024, the Company announced a project update on its McIlvenna Bay Project as at September 30, 2024, with progress made across key areas of development, including:

- Safety performance remains strong with no lost time injuries year-to-date and a workforce of approximately 141 Foran employees and over 330 contractors on-site.

- Significant progress was made with the completion of concrete pouring for the semi-autogenous grinding ("**SAG**") and ball mill monuments, nearing completion on foundation work for grinding, copper flotation, and zinc flotation areas, and pouring approximately 2,911m^3 of concrete, exceeding the year-to-date plan.

- Key equipment, including the 275-tonne crane and SAG/ball mill components, arrived on site, with structural steel and regrind mills in transit and the concentrate filter press and pebble crusher in final assembly or testing.

- Camp was fully commissioned, increasing bed capacity to approximately 450. Notable progress included commissioning the potable water and sewage plants, concrete work for the truck shop, and advancing earthworks on the contact water pond, pipeline, and ore pad expansion.

- Detailed engineering is approximately 78% complete, and 2024 and early 2025 activities, including the mill foundation, process and paste plant buildings, sewage and potable water treatment plants, roads, ponds, berms, and truck shop, are at approximately 97% completion.

- Underground development has reached a total of approximately 1,375 metres, including 1,196 metres completed year-to-date, with the decline extending 10 vertical meters below the 120-metre level.

- Surface construction is approximately 14% complete, with the overall schedule tracking as planned and commercial production expected in H1 2026.

Financings

On July 15, 2024, and subsequently upsized on July 17, 2024, the Company announced that it had entered into a series of brokered and non-brokered strategic investments for up to $360 million. In connection with the brokered investment, the Company entered into an agreement with Eight Capital, as co-lead and joint bookrunner with BMO Capital Markets, and National Bank Financial on behalf of a syndicate of agents, pursuant to which the Company launched a proposed private placement for aggregate gross proceeds of up to $260.9 million (the "**Brokered Offering**"). Concurrently with the announcement of the Brokered Offering, the Company announced a non-brokered private placement with Agnico Eagle Mines Limited for gross proceeds of up to $99.1 million (the "**Non-Brokered Offering**" and, together with the Brokered Offering, the "**July 2024 Offerings**").

On August 8, 2024, the Company completed the first tranche of the July 2024 Offerings for aggregate gross proceeds of approximately $289.1 million. On September 16, 2024, the Company held a special meeting of shareholders where the shareholders approved the resolutions required in connection with completing the second tranche of the July 2024 Offerings and on September 17, 2024, the Company completed the second tranche of the July 2024 Offerings for aggregate gross proceeds of approximately $71.0 million.

Senior Credit Facility

On July 15, 2024, the Company announced that a term sheet had been signed with Sprott Resource Lending Corp. ("**Sprott**") to amend and restate the Company's existing Senior Credit Facility in its entirety and upsize it from US$150 million to US$250 million (the "**Amended Credit Facility**").

On October 2, 2024, the Company announced the closing of the Amended Credit Facility. Upon closing, the Company received an advance of US$28 million, bringing the total advances to date under the Amended Credit Facility to US$57.5 million, exclusive of deferred interest. Additionally, and in accordance with the Amended Credit Facility, gross proceeds of US$100 million have been advanced to a debt proceeds account ("**DPA**"), net of 3% transaction costs. Funds advanced to the DPA will accumulate interest immediately, and proceeds from the DPA will be released to the Company upon satisfaction of certain release conditions. The Company will be able to draw against the Amended Credit Facility up until the end of the availability period on March 31, 2026. The Company expects to recognize the funds within the DPA as restricted cash within its statement of financial position. Interest shall accrue at an unchanged floating rate equal to 6.95% per annum plus the greater (i) three-month term SOFR and (ii) 2.00% per annum. Interest is payable quarterly, and 100% of interest costs may be deferred until March 31, 2026. The Company shall also pay annual anniversary interest to Sprott beginning in the first quarter of 2027, equal to 2.00% of the aggregate outstanding facility balance, inclusive of all deferred interest, on the payment date. The anniversary interest is payable in cash or shares at the Company's election and is not due as of and from either a change of control of the Company or any potential refinancing of the facility. Principal repayments will commence on June 30, 2027, and the Company shall pay to Sprott equal repayments of the principal amount of the Amended Credit Facility, including deferred interest and other costs, in an amount equal to 2.65% of the outstanding principal amount of the Amended Credit Facility on a quarterly basis until June 30, 2031. The remainder of the scheduled principal payments are due upon the maturity date of September 30, 2031 (the "**Maturity Date**"). Additionally, Sprott has the right to sweep proceeds received by the Company from any investment tax credits ("**ITC**") received up to a total of US$100 million.

Any ITC sweep repayments shall be applied as principal payments against scheduled amortization payments, in reverse order of the Maturity Date, and shall only occur after the Company has received US$25 million of potential ITC proceeds.

Exploration

Tesla Zone Exploration Target

On July 15, 2024, the Company released an initial target for further exploration at the Tesla Zone (the "**Exploration Target**"), outlining the potential scale of the current drill-defined zone. The estimated tonnage and grade range for the Exploration Target is set out in the table below.

Tonnes (Mt)	Cu%	Zn%	Ag g/t	Au g/t	CuEq%
28-45	0.9-1.3	3.6-5.4	22-34	0.2-0.3	2.2-3.2

****The potential quantity and grade of this Exploration Target is conceptual in nature. There has been insufficient exploration to define a mineral resource in this area and it is uncertain if further exploration will result in the target being delineated as a mineral resource.**

Notes:

1. Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") definitions for mineral resources were followed; Cu = copper, Zn = zinc, Ag = silver; Au = gold, CuEq = copper equivalent
2. Exploration Target is based on the results from 32 drill holes using a Cu cut-off grade of 0.3% Cu for the copper-dominated lenses and a Zn cut-off grade of 1.0% Zn for the zinc-dominated lenses to define the wire frames for the mineralized zones; Assays within these lenses were composited into 1m composites, with Zn capped at 20% and Cu capped at 7%
3. CuEq grades were derived using provisions for metallurgical recovery based on life of mine (LOM) metallurgical recovery rates derived from test work on blended ores for the McIlvenna Bay Deposit completed as part of the 2022 Feasibility Study: 91.1% Cu, 79.8% Zn, 88.6% Au and 62.3% Ag. Metal prices used are US$4.00/lb. Cu, US$1.50/lb. Zn, US$1,800/oz. Au, and US$20.00/oz.
4. A specific gravity of 3.59 g/cm^3 was applied to massive sulphide lenses, and 3.00 g/cm^3 was applied to stockwork lenses in the Exploration Target volume based on the results of 85 density measurements of mineralized drill core

The tonnage and grade range estimates for the Exploration Target incorporate over 42,969m of drilling in 32 drill holes and wedges completed since the discovery of the Exploration Target in 2022. The Exploration Target volume is supported by three-dimensional wire frames constructed to connect the mineralized lenses between the drill holes. The wire frames define a mineralized footprint for the Exploration Target extending 1,200m along strike and 500-700m in the down-dip direction that is supported by mineralized intersections from drilling. Multiple lenses of mineralization were modelled based on mineralization style, copper and zinc ratios, and the location of the mineralization within the stratigraphy. The thickness of each modelled lens varies from 2m to 25m, with the two most extensive lenses averaging a combined true thickness of approximately 30m.

Drilling

From January to September 2024, the Company completed several drill programs encompassing over 47,950m of drilling, targeting the Tesla Zone and Bridge Zone in the McIlvenna Bay Property and certain regional targets on both the McIlvenna Bay and Bigstone Properties.

On October 7, 2024, the Company announced additional assay results from its summer drill program at the Tesla Zone. The infill summer drill program was completed to further understand and confirm the continuity of Tesla between existing wider-spaced drill holes. Results from hole TS-24-30 were released, which targeted a 200m by 150m area and successfully intersected a wide lens of copper-rich mineralization.

On September 4, 2024, the Company announced assay results from new step-out holes drilled to expand the Tesla Zone. Several holes intersected wide zones of high-grade mineralization and confirmed the extensions of the Tesla Zone both down-dip and down-plunge to the north, which was interpreted from borehole EM modelling. In addition, several drill holes also intersected gold-rich intersections hosted by quartz-carbonate-albite alteration and veining in gabbro adjacent to the lower sulphide lenses, which may represent a previously unrecognized mineralization style at Tesla.

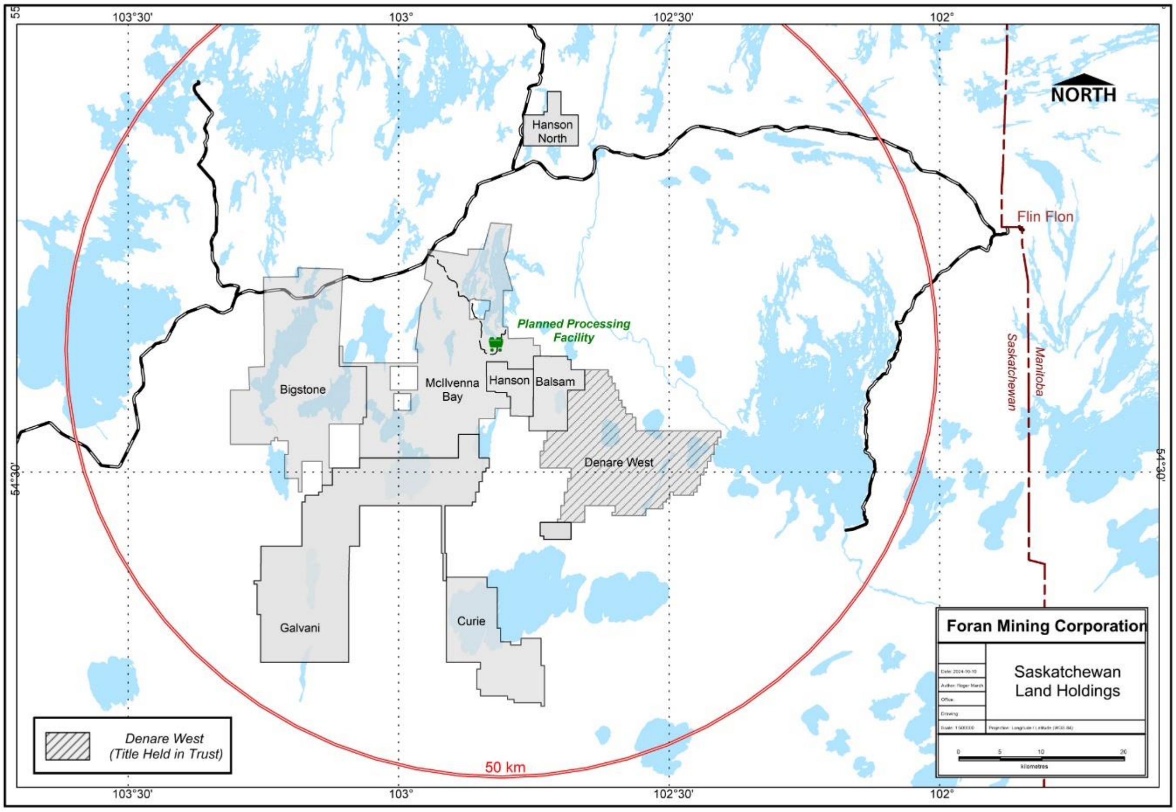
MINERAL PROPERTIES

As of the date of this MD&A, the Company holds 7 properties comprising a total of 91 mineral claims covering approximately 104,785 hectares ("**ha**"), and one Mineral Lease, in respect of the McIlvenna Bay Project (the "**Mineral Lease**"). The Mineral Lease was established in September 2024 with the conversion of six pre-existing mineral claims encompassing approximately 1,638 ha to a Lease. The Company also holds the Denare West property title in trust, which consists of 10 mineral claims and covers approximately 21,066 ha. The properties are located approximately between 40 km and 102 km west of Flin Flon, Manitoba. All tenements are within 47 km of the McIlvenna Bay Deposit, where the McIlvenna Bay Project is located.

The Company considers the following four properties to be its high-priority properties: the McIlvenna Bay Property, which contains the McIlvenna Bay Deposit and the Tesla Zone; and three adjacent properties - Hanson, Balsam and Bigstone, all of which occur at the western limit of the Flin Flon Greenstone Belt. All four properties are underlain by prospective felsic volcanic stratigraphy that hosts variably significant VHMS styles of alteration and mineralization. The Galvani, Curie and Hanson North properties, and the Denare West Property, for which legal title was transferred to the Company to be held in trust as described below, are at an early stage of exploration maturity, but are expected to have the potential to host significant precious and base metal VHMS occurrences.

On November 20, 2023, the Company entered into an option agreement with Purepoint Uranium Group Inc. ("**Purepoint**"), which granted the Company the option to acquire up to a 100% beneficial interest in the Denare West property (the "**Denare West Option**") in stages by incurring certain exploration expenditures over a six-year period and, in respect of the final stage, making final payment and granting a 2% net smelter returns royalty to Purepoint (the "**Purepoint NSR**"). In the event of the exercise of Foran's options to acquire 100% beneficial interest in Denare West, Foran has a further multi-stage option to buy back the Purepoint NSR. The Company holds title to the Denare West property in trust on its own behalf and on behalf of Purepoint.

Further details on the Company's significant properties are as follows:



MCILVENNA BAY PROPERTY

The Company, through its wholly-owned subsidiary MBO, has a 100% interest in the McIlvenna Bay Property, which consists of the Mineral Lease and 38 mineral claims covering approximately 29,430 ha and is located in east central Saskatchewan. The McIlvenna Bay Deposit is located on the McIlvenna Bay Property, approximately one km south of Hanson Lake, Saskatchewan, 375km northeast of Saskatoon, Saskatchewan and 65km west south-west of Flin Flon, Manitoba. The McIlvenna Bay Deposit is linked to Flin Flon, Manitoba by 85km of highway followed by 18km of unsealed secondary road.

The McIlvenna Bay Deposit was discovered in 1988 and includes two distinct styles of VHMS mineralization which include massive to semi-massive sulphides and copper stockwork. Since 2011, the Company has been working to advance the McIlvenna Bay Deposit through continued exploration, resource definition and environmental and engineering studies.

The claims that comprise the McIlvenna Bay Property are in good standing for periods between 8 and 21 years as of the date hereof.

McIlvenna Bay Project

Construction Progress Summary

Description	Progress to Date (as at September 30, 2024 unless otherwise stated)
Health & Safety	Lost Time Incident Frequency Rate (LTIFR) year-to-date of zero and a Total Recordable Incident Frequency Rate (TRIFR) year-to-date of 2.3 after over 515,000 total person-hours worked in 2024.
Construction Progress & Schedule	As at quarter end, overall completion of surface construction stood at approximately 14%. The overall schedule remains in line with previous guidance, with commercial production anticipated in H1/26.
Engineering	Engineering progress for activities planned for 2024 and early 2025, such as the mill foundation, process and paste plant buildings, sewage and potable water treatment plants, roads, ponds, berms, and truck shop building are approximately 97%. Approximately 78% of overall detailed engineering has been completed.
Procurement	Procurement is managing 191 work packages, with 128 packages awarded to date.
Underground Development	Approximately 1,196m of total underground development has been completed YTD, bringing total development underground of approximately 1,375m. Lateral development rates increased to over 290m in September, with a total of approximately 607m of underground development completed during the quarter. The decline is approximately 10 vertical metres below the 120m level. The excavation of the main surface ventilation fresh air raise has advanced to approximately 20 metres in depth.
Permitting	Key permits continue to be received to continue with progress at site. Recent requests have been submitted for the Return Air Raise (RAR) construction, process water line alteration and treated water use. The worker noise exposure assessment, crown work authorization amendment and extensions for permits to construct have been submitted.
Human Resources	Approximately 141 Foran employees and over 330 contractors are currently employed at the project.

Exploration

During 2024, the Company has focused on the regional exploration of its mineral interests as well as the expansion of the Tesla Zone and Bridge Zone at the McIlvenna Bay Property. The Company has budgeted for an exploration program of up to 54,000m of drilling over 2024, consisting of:

- Approximately 20,000m of ice and land-based drilling during the winter drilling program;
- Approximately 6,000m of Tesla Zone extension drilling to the northwest of the known mineralization prior to the commencement of the larger summer program; and
- Approximately 28,000m of summer drilling focused on the continued expansion of the Tesla Zone and drilling other regional targets in the Hanson Lake area during the summer months.

In addition, the Company will continue to identify and refine exploration targets by collecting a combination of down-hole and surface geophysical data throughout the above-mentioned drilling programs. To date, the company has completed approximately 47,950m of 54,000m budgeted program for 2024.

Tesla Zone

During Q3 2024, the Company completed approximately 5,347m of drilling targeting the Tesla Zone mineralization, predominantly focused on an infill drilling program targeting an increased definition of the central part of the zone.

For the nine months ended September 30, 2024, the Company completed approximately 34,468m of drilling on the Tesla Zone, predominantly focused on expanding the mineralized footprint. The assay results received and announced to date have successfully expanded the strike length of the Tesla Zone to 1,200 m, beyond the limits of the original modelled EM conductor, and up to 700 m in the down-dip direction, where it remains open for further expansion with additional drilling. Additional assays from the infill Tesla drilling program are still pending.

The proximity of the Tesla Zone to the McIlvenna Bay Deposit suggests that a potential future mining scenario could benefit from economies of scale with the existing and planned infrastructure of the McIlvenna Bay Project.

Bridge Zone

The Bridge Zone consists of mineralization located between the Telsa Zone and the McIlvenna Bay Deposit (the "**Bridge Zone**"). The current geological interpretation indicates that this area represents folded stratigraphy linking the two areas, as confirmed by drill core logging and TruScan geochemistry. For the nine months ended September 30, 2024, the Company completed approximately 4,904m of drilling at the Bridge Zone. The area between Telsa and the McIlvenna Bay Deposit is structurally complex, and additional drilling will be required to understand their relationship better. While no additional drilling was completed at the Bridge Zone in Q3 2024, the results drilled to date at the Bridge Zone suggest that this area may be a focus area for the Company's exploration plans.

Regional

During Q3, 2024, the Company completed approximately 3,687m of regional drilling, and for the nine months ended September 30, 2024, approximately 4,557m of regional drilling was completed. Regional drilling during these periods was focused on priority regional targets on the McIlvenna Bay Property that are located within trucking distance of the proposed processing facility at McIlvenna Bay. Results from the Q3, 2024 program are pending.

BIGSTONE PROPERTY

The Company holds a 100% interest in the Bigstone property, which consists of 22 claims totaling approximately 24,578 ha (the "**Bigstone Property**") and is located approximately 85 km west of Flin Flon, Manitoba. The Bigstone Property is oriented north-south and covers roughly 20 km of prospective volcanic stratigraphy.

The claims comprising the Bigstone Property are in good standing for a period of between 5 and 20 years as of the date hereof.

The Bigstone Property is subject to a NI 43-101 compliant mineral resource estimate (the "**Bigstone Technical Report**"). This represents the second NI 43-101 compliant mineral resource defined by Foran within the Hanson Lake District. Indicated mineral resources are estimated at 1.98 Mt grading 2.22% CuEq and inferred mineral resources are estimated at 1.88 Mt grading 2.14% CuEq.

Approximately 2,195m of drilling was completed on the Bigstone Property during the 2024 summer drill program, focused on the regional Bacchus Target located approximately 600m north of the Bigstone Deposit. The target was identified during modelling of recent airborne Heli-TEM EM data in conjunction with the results from historic Induced-polarization (IP) surveys along trend from the Bigstone Deposit. The drill holes appear to have intersected similar stratigraphy as the deposit area. Results from the program are pending.

OVERALL PERFORMANCE

SELECTED FINANCIAL INFORMATION

Expressed in thousands of Canadian dollars		September 30, 2024		December 31, 2023
Cash and cash equivalents	$	424,788	$	266,487
Exploration and evaluation assets		58,190		258,081
Mineral property, plant and equipment		425,112		-
Total assets		**940,318**		**542,489**
Accounts payable and accrued liabilities		51,025		30,184
Flow-through share premium liability		9,082		7,084
Share-based payment liabilities		8,376		7,660
Total non-current liabilities		60,385		39,256
Total liabilities		**132,069**		**84,428**

The Company's total assets as at September 30, 2024, were $940.3 million compared to $542.5 million as at December 31, 2023, an increase of $397.8 million. The net increase in assets is explained below:

- Cash and cash equivalents: The increase from December 31, 2023, was primarily a result of the cash provided by the July 2024 Offerings, partly offset by the mineral property, plant and equipment, exploration and evaluation and general and administrative expenditures paid in the period.

- Mineral property, plant, and equipment: The increase from December 31, 2023, was due to the formal investment decision, the reclassification of costs related to the McIlvenna Bay Project from exploration and evaluation assets to mineral property, plant, and equipment in July 2024, and construction costs incurred during Q3, 2024.

- Exploration and evaluation assets: The decrease from December 31, 2023, was primarily due to the reclassification of McIlvenna Bay Project costs to mineral property, plant and equipment as a result of the Board's formal investment decision, partially offset by costs incurred on other exploration projects.

The Company's total liabilities as at September 30, 2024 were $132.1 million compared to $84.4 million as at December 31, 2023, a net increase of $47.7 million. The net increase in liabilities is explained below:

- Accounts payable and accrued liabilities: The increase from December 31, 2023, was primarily a result of the timing of construction activity payments.

- Flow-through share premium liability: The increase from December 31, 2023, was due to the Company's July 2024 Offerings, partially offset by qualifying exploration expenditures.

- Share-based payment liabilities: The increase from December 31, 2023, was due to the issuance of RSUs to certain executives and consultants in accordance with the Company's long-term incentive plan.

- Non-current liabilities: The increase from December 31, 2023, was due to the Company drawing on the Equipment Finance Facility (defined below) and interest accrued on the Senior Credit Facility.

In order to maximize ongoing development and exploration efforts, the Company has not paid and does not currently intend to pay dividends.

RESULTS OF OPERATIONS

Expressed in thousands of Canadian dollars	Three months ended September 30, 2024	2023	Nine months ended September 30, 2024	2023
	$	$	$	$
Revenue	**-**	**-**	**-**	**-**
Net loss	**506**	**1,404**	**346**	**7,719**
Net loss per share (basic and diluted)	**(0.00)**	**(0.00)**	**(0.00)**	**(0.03)**
Dividends declared per share	**-**	**-**	**-**	**-**
Consulting	2,326	384	3,000	1,388
Directors' fees	62	54	174	179
Investor relations	415	207	777	592
Office and administration	433	391	1,322	1,165
Professional fees	462	35	866	573
Salaries and benefits	1,389	507	3,410	1,640
Share-based payment expense (recovery)	1,494	1,407	4,166	4,415
Total general and administration	**$ 6,581**	**$ 2,985**	**$ 13,715**	**$ 9,952**
Other (income) loss	$ (6,075)	(1,581)	(13,369)	(2,233)
Total other (income) loss	**$ (6,075)**	**(1,581)**	**(13,369)**	**(2,233)**

Three months ended September 30, 2024 compared to 2023:

Details of the expenses and other items are as follows:

- Consulting fees: The increase in consulting fees was primarily due to an increase in corporate advisory costs.
- Investor relations: The increase in investor relations fees was primarily due to an increase in engagement with the financial markets and shareholders.
- Professional fees: The increase in professional fees was primarily due to an increase in legal fees.
- Salaries and benefits: The increase in salaries and benefits was primarily related to the hiring of officers as the Company's operations expanded.
- Other income: The increase in other income was primarily due to the recognition of an increase in interest income due to the greater cash balance as a result of the Company's July 2024 Offerings and flow-through expenditure.

Nine months ended September 30, 2024 compared to 2023:

Details of the expenses and other items are as follows:

- Consulting fees: The increase in consulting fees was primarily due to an increase in corporate advisory costs.
- Professional fees: The increase in professional fees was primarily due to an increase in legal fees.
- Salaries and benefits: The increase in salaries and benefits was primarily related to the hiring of officers as the Company's operations expanded.
- Share-based payment expense: The decrease in share-based payment expense was primarily due to an increase in the non-cash revaluation of the outstanding DSUs in 2023.
- Other income: The increase in other income was primarily due to the recognition of an increase in interest income due to the greater cash balance as a result of the Company's July 2024 Offerings and flow-through expenditure.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected unaudited financial data for the last eight quarters which have been derived from the financial records of the Company.

The Company has increased its activity significantly throughout 2022, 2023 and the first three quarters of 2024 and is in the midst of advancing construction at its McIlvenna Bay Project. The fourth quarter of each of 2022 and 2023 includes a Board of Directors approved short-term incentive accrual, which has increased year over year as a result of an increase in employee head count. During 2023 and 2024, the Company recognized income from the reduction of its flow-through share premium liability recovery.

(Expressed in thousands of Canadian dollars, except share information)	Q3, 2024	Q2, 2024	Q1, 2024	Q4, 2023
Revenue	Nil	Nil	Nil	Nil
General and administration expenses	6,581	2,773	4,361	7,657
Other (income) and expenses	(6,075)	(3,410)	(3,884)	(1,753)
Net (income) loss for the period	506	(637)	477	5,904
Net (income) loss per share (basic and diluted)	0.00	(0.00)	0.00	0.02
Weighted average shares outstanding (basic and diluted)	376,675,017	333,371,445	332,653,925	294,940,856

(Expressed in thousands of Canadian dollars, except share information)	Q3, 2023	Q2, 2023	Q1, 2023	Q4, 2022
Revenue	Nil	Nil	Nil	Nil
General and administration expenses	2,985	1,927	5,041	4,554
Other (income) and expenses	(1,581)	(1,683)	1,031	(111)
Net (income) loss for the period	1,404	244	6,072	4,443
Net (income) loss per share (basic and diluted)	0.00	0.00	0.02	0.02
Weighted average shares outstanding (basic and diluted)	284,446,529	283,771,906	258,448,021	252,715,354

CASH FLOWS

Three months ended September 30, 2024 compared to 2023:

Cash and cash equivalents, excluding the impact of foreign exchange rate changes, increased by $268.3 million during the three months ended September 30, 2024, to $424.8 million, from $156.5 million as at June 30, 2024. The increase was primarily a result of $370.1 million of cash provided by financing activities, partially offset by $103.6 million of cash used in investing activities.

The $1.9 million of cash provided by operating activities consisted of a $4.5 million change in working capital, partially offset by $2.1 million of items not involving cash and a net loss of $0.5 million.

The $103.6 million of cash used in investing activities consisted primarily of mineral property, plant, and equipment and exploration and evaluation expenditures, primarily related to the construction of the McIlvenna Bay Project.

The $370.1 million of cash provided by financing activities consisted primarily of a $356.0 million net cash received from the July 2024 Offerings and $13.5 million Equipment Finance Facility draw.

Nine months ended September 30, 2024 compared to 2023:

Cash and cash equivalents, excluding the impact of foreign exchange rate changes, increased by $158.1 million during the nine months ended September 30, 2024, to $424.8 million, from $266.5 million as at December 31, 2023. The increase was primarily a result of $373.4 million of cash provided by financing activities, partially offset by $213.9 million used in investing activities.

The $1.4 million of cash used in operating activities consisted of $1.5 million of items not involving cash and a net loss of $0.3 million, partially offset by a $0.4 million change in working capital.

The $213.9 million of cash used in investing activities consisted primarily of mineral property, plant, and equipment and exploration and evaluation expenditures, primarily related to the construction of the McIlvenna Bay Project.

The $373.4 million of cash provided by financing activities consisted primarily of $356.0 million net cash received from the July 2024 Offerings and a $16.1 million Equipment Finance Facility draw.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to determine the funds required to support the Company’s operating requirements as well as its planned capital expenditures. The Company manages its financial resources to ensure there is sufficient working capital to fund near-term planned exploration work and operating expenditures. The Company has considerable discretion to reduce or increase plans or budgets depending on current or projected liquidity. The Company does not currently own or have an interest in any producing mineral properties and does not derive any revenues from operations. Other than as described in the risk factors discussed in this MD&A, the Company does not expect that any material trends, fluctuations, events or uncertainties will impact its liquidity.

Operational activities have been funded to date through debt financing and the issuance of share capital by way of private placements and stock option and warrant exercises. As at September 30, 2024, the Company had current assets in excess of current liabilities of $364.9 million (December 31, 2023: $225.6 million).

Restricted Cash

On August 9, 2024, the Company obtained a $19.3 million letter of guarantee in support of its obligations related to Saskatchewan Power Corporation's ("**SaskPower**") construction of the Transmission Line. The letter of guarantee is secured by restricted cash of $5.8 million and a performance security bond of $13.5 million provided by Export Development Canada. See "*Off-Balance Sheet Arrangements*" for further details.

On August 15, 2024, the Company's surety bond to support a possible future reclamation and closure obligation in accordance with the approval to operate permit for the Company's McIlvenna Bay Project was reduced from $14.9 million to $5.5 million upon a review by the Saskatchewan Ministry of Environment. As a result, the amount of restricted cash required to be placed by the Company to secure the surety bond was reduced from $4.3 million to $0.8 million. See "*Off-Balance Sheet Arrangements*" for further details.

Credit Facilities

Senior Credit Facility

On December 20, 2022, the Company entered into a senior secured project credit facility with MBO, as borrower, the Company, as guarantor, Sprott Resource Lending Corp., as lead arranger, and Sprott Private Resource Lending III (Collector-1), LP, as lender (the "**Senior Credit Facility**"), with the following key terms:

- US$150 million non-revolving facility with a maturity date of September 30, 2030.
- Interest shall accrue at a floating rate of 6.95% per annum plus the greater of the Term 3 Month Secured Overnight Financing Rate and 2.00% per annum. Interest costs may be deferred and capitalized until the end of the "Availability Period", which is to be either 18 months following the Company meeting certain drawdown conditions or June 30, 2025, whichever is earlier. After the Availability Period ceases, any remaining undrawn funds may, at the lender's discretion, be deposited into a blocked proceeds account, which would be available to the Company subject to certain conditions.
- Quarterly principal repayments will commence on June 30, 2026, in the amount of 4% of the outstanding principal balance at each repayment date.
- The Company may elect to prepay the outstanding principal amount in whole, including all accrued interest, at any time subsequent to December 20, 2025 (the "**Voluntary Prepayment Option**"). The Company would incur a premium of between 3% - 4% of the total amount prepaid in exercising the Voluntary Prepayment Option on or before December 20, 2027, and a 0% premium thereafter.
- The Company's obligations under the Senior Credit Facility are guaranteed by the realizable value of the Company's assets. In addition, the Company is expected to maintain compliance with specified covenants (including financial covenants). The Company was in compliance with all covenants contained in the Senior Credit Facility as at September 30, 2024.

As at September 30, 2024, the Company has drawn US$29.5 million of principal and accumulated US$7.1 million of deferred interest.

On October 2, 2024, the Company announced that it had entered into an amended and restated Senior Credit Facility, which included the upsize of such facility from US$150 million to US$250 million. Funds from the Amended Credit Facility will be used towards the construction of the McIlvenna Bay Project as well as general corporate purposes. See "*Recent Developments – Senior Credit Facility*" for further details.

Equipment Finance Facility

On September 7, 2023, the Company announced it secured an equipment finance arrangement ("**Equipment Finance Facility**") with Sandvik Financial Services Canada. The Equipment Finance Facility is intended to cover the initial battery electric vehicle mining fleet and essential components such as charging stations and batteries provided by Sandvik, to be used for the continued exploration, development and operation of the McIlvenna Bay Project. The Equipment Finance Facility contains the following key terms:

- Up to $67 million in draws, which will be initiated, at the Company's election, as equipment is delivered to the project site.
- Interest shall accrue at a fixed rate of 3.20% per annum plus the 5-year Canadian overnight index swap rate at the date of the draw.
- Interest and principal repayments on drawn amounts will commence immediately over a 60-month period.

As at September 30, 2024, the Company had drawn approximately $16.1 million on the Equipment Finance Facility.

Share capital

The Company is authorized to issue an unlimited number of Common Shares, non-voting shares and preference shares, each with no par value.

The rights, privileges, restrictions and conditions of the non-voting shares are identical to those of the Common Shares, except that the non-voting shares will not entitle the holder thereof to vote at a shareholder’s meeting and that the non-voting shares may be converted, under certain conditions at the option of the holder, on a one-to-one basis into Common Shares. Once a non-voting share is converted into a Common Share, it shall have all the rights and privileges that attach to the Common Shares.

Private placement financings

In July 2024, the Company announced the July 2024 Offerings, a series of brokered and non-brokered strategic investments for up to $360 million. The July 2024 Offerings were completed in two tranches, with the second tranche following the receipt of all requisite shareholder approvals under the rules of the TSX.

On August 8, 2024, the Company completed the first tranche of the July 2024 Offerings totaling 68,465,540 common shares for aggregate gross proceeds of approximately $289.1 million. The Company issued 63,963,666 common shares at a price of $4.05 per share for gross proceeds of approximately $259.1 million, 2,906,977 common shares on a flow-through basis at a price of $6.88 per flow-through share for gross proceeds of approximately $20.0 million and 1,594,897 common shares on a flow-through basis at a price of $6.27 per flow-through share for gross proceeds of approximately $10.0 million (the “**July 2024 FT Shares**”). Share issue costs totaled $4.0 million.

On September 17, 2024, the Company completed the second tranche of the July 2024 Offerings totaling 17,518,713 common shares at a price of $4.05 per share for aggregate gross proceeds of approximately $71.0 million.

As a result of subscribers paying a premium for the July 2024 FT Shares, the Company allocated $11.8 million of the gross proceeds of the flow-through shares to the flow-through share premium liability and the remaining $18.2 million to share capital.

The anticipated use of the $356.0 million net proceeds of the July 2024 Offerings as described below is based on the best estimates prepared by management of the Company.

Expressed in thousands of Canadian dollars	Anticipated use of net proceeds	Expenditures to September 30, 2024	Remaining as at September 30, 2024
Development	320,000	-	320,000
Exploration & studies	30,000	6,850	23,150
Corporate administration	6,018	-	6,018
Total expenditure	$ 356,018	$ 6,850	$ 349,168

On December 12, 2023, the Company completed concurrent private placements (the "**December 2023 Offerings**") whereby an aggregate of 47,913,000 Common Shares were issued for aggregate gross proceeds of approximately $200.0 million. The Company issued 46,350,000 Common Shares at a price of $4.10 per share for gross proceeds of $190 million and 1,563,000 Common Shares on a flow-through basis at a price of $6.40 per flow-through share (the "**December 2023 FT Shares**") for gross proceeds of $10 million. Share issue costs totaled approximately $5.5 million.

As a result of subscribers paying a premium for the December 2023 FT Shares, the Company allocated $3.6 million of the gross proceeds of the December 2023 FT Shares to the flow-through share premium liability and the remaining $6.4 million to share capital.

The anticipated use of the $194.5 million net proceeds of the December 2023 Offerings, as described below, is based on the best estimates prepared by the management of the Company.

Expressed in thousands of Canadian dollars	Anticipated use of net proceeds	Expenditures to September 30, 2024	Remaining as at September 30, 2024
Pre-construction & development	165,000	132,547	32,453
Exploration & studies	10,000	10,000	-
Corporate administration	19,519	3,129	16,390
Total expenditure	$ 194,519	$ 145,676	$ 48,843

The Company's McIlvenna Bay Project is evolving and not all of the development steps and associated costs are established at this time. In addition, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The Company will update the use of the funds and the particular application of these funds in future MD&A's as needed.

On March 27, 2023, the Company completed a private placement (the "**March 2023 Offering**") whereby an aggregate of 24,687,300 Common Shares were issued for aggregate gross proceeds of approximately $100.0 million. The Company issued 20,270,300 Common Shares at a price of $3.70 per share for gross proceeds of $75.0 million and 4,417,000 Common Shares on a flow-through basis at a price of $5.66 per flow-through share (the "**March 2023 FT Shares**") for gross proceeds of $25.0 million. Share issue costs totaled approximately $5.0 million.

As a result of subscribers paying a premium for the March 2023 FT Shares, the Company allocated $8.7 million of the gross proceeds of the March 2023 FT Shares to the flow-through share premium liability and the remaining $16.3 million to share capital.

The proceeds from the March 2023 Offering have been largely spent on early works, construction and exploration activities.

The Company's financial success is dependent on its ability to discover and advance economically viable mineral deposits. The exploration, development, and operation of the Company's properties are expected to require additional financing, the availability of which is subject to several factors, many of which are beyond the Company's control. While the Company has been successful in securing financing to date, there can be no assurances that it will be able to do so in the future, therefore, a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern. See "*RISKS AND UNCERTAINTIES*" for further information.

TABLE OF CONTRACTUAL OBLIGATIONS

The Company enters into contracts that give rise to commitments in the normal course of business. The following table summarizes the contractual cash flows of the Company's financial liabilities, including interest and contractual obligations shown as contractual undiscounted cash flows as at September 30, 2024:

Expressed in millions of Canadian dollars		Total	Due in less than one year	Due in one to three years	Due in four to five years	Due after five years
Accounts payable and accrued liabilities	$	51.0	51.0	-	-	-
Leases	$	17.0	14.7	2.3	-	-
Construction commitments[(1)]	$	117.5	117.5	-	-	-
Credit Facilities	$	65.2	5.2	16.3	18.0	25.7

1. Certain contractual commitments may contain cancellation clauses; however, the Company discloses its commitments based on management's intent to fulfill the contracts.

As at September 30, 2024, the Company is required to spend $23.2 million of qualifying exploration expenditures by December 31, 2025 to satisfy the remaining flow-through share premium liability of $9.1 million.

OFF-BALANCE SHEET ARRANGEMENTS

On August 6, 2024, the Company obtained a $19.4 million letter of guarantee (the "**SaskPower Guarantee**") issued by Royal Bank of Canada under a revolving credit facility between MBO, as borrower, Foran, as guarantor, and Royal Bank of Canada, as lender (the "**LC Facility**"), in support of the Company's obligations to SaskPower in respect of the construction of a dedicated 77km long power transmission line originating from the Island Falls Hydro Generating Station and extending up to the McIlvenna Bay Project site (the "**Transmission Line**"). The SaskPower Guarantee is secured by a performance security bond of $13.5 million from Export Development Canada and $5.8 million of restricted cash as collateral. In the event that the SaskPower Guarantee or LC Facility were terminated, the Company would need to obtain alternative credit sources to secure the Company's Transmission Line obligations.

On August 15, 2024, the Company reduced its surety bond from $14.9 million to $5.5 million (the "**Project Surety Bond**") from Trisura Guarantee Insurance Company ("**Trisura**") in favour of the Saskatchewan Ministry of Environment to secure possible future reclamation and closure obligations in accordance with the approval to operate permit for the Company's McIlvenna Bay Project. The Project Surety Bond is in turn secured by an irrevocable standby letter of credit (the "**Project LC**") in the amount of $0.8 million issued on August 15, 2024, by the Bank of Montreal with the Company, as applicant, and Trisura, as beneficiary. In the event that the Project Surety Bond or Project LC were terminated, the Company would need to obtain alternative credit sources to, in the case of the Project Surety Bond, secure the Company's reclamation and closure obligations and, in the case of the Project LC, secure the Project Surety Bond.

As at the date of this MD&A, other than as disclosed herein, the Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company's related party transactions for the three and nine months ended September 30, 2024 and 2023 were as follows:

Expressed in thousands of Canadian dollars	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Short-term benefits[1]	$ 1,388	$ 476	$ 2,743	$ 1,492
Directors' fees[2]	62	54	174	179
Share-based payments[3]	1,350	1,310	3,759	4,116
Total	$ 2,800	$ 1,840	$ 6,676	$ 5,787

1. Short-term benefits consisted of salaries and bonuses for key management personnel and fees paid to Gorilleo Advisors Limited, a company controlled by the CEO.
2. Directors' fees consist of cash retainers paid to the directors.
3. Share-based payment expense consists of the grant and revaluation of RSUs, DSUs and stock options issued to management personnel.

PROPOSED TRANSACTIONS

Except as otherwise noted herein, the Company does not have any other material proposed transactions.

SHARE CAPITAL

As at the date of this MD&A, the Company had the following securities issued and outstanding:

- 392,611,736 Common Shares
- 27,777,778 non-voting shares
- Nil preference shares
- 16,221,834 stock options exercisable for Common Shares
- 5,714,285 warrants exercisable for Common Shares
- 1,792,375 deferred shares units convertible into Common Shares
- 345,000 restricted shares units convertible into Common Shares

CRITICAL ACCOUNTING ESTIMATES

In preparing the accompanying condensed consolidated interim financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ. All estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future periods affected. Areas requiring estimates that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are:

Stock option expense

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Decommissioning obligations

Decommissioning obligations are measured based on the present value of estimated future costs. Such estimates require extensive estimates about the nature, cost and timing of the work to be completed, and may change with future changes to costs, environmental laws and regulations, and remediation practices.

Further information about critical judgements and estimates in applying accounting policies in the condensed consolidated interim financial statements are the same as those described in the consolidated annual financial statements for the year ended December 31, 2023.

Determination of technical feasibility and commercial viability

The determination of technical feasibility and commercial viability of a mineral property requires significant judgement and takes into account, among other factors, a combination of, the extent to which mineral reserves or mineral resources have been defined in a definitive feasibility study in accordance with National Instrument 43- 101, Standards of Disclosure for Mineral Projects; the results of any optimization studies and further technical evaluation carried out to mitigate project risks identified in the definitive feasibility study; the status of environmental permits; and the status of mining leases or permits.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, with the participation of its Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**"), has evaluated the design of the Company's disclosure controls and procedures. Based on the results of that evaluation, the Company's CEO and CFO have concluded that, as of September 30, 2024, the Company's disclosure controls and procedures framework provides reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events. Therefore, even those systems determined effective can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Changes in Internal Control over Financial Reporting

Management, including the CEO and CFO, have evaluated the Company's internal controls over financial reporting to determine whether any changes occurred during the period that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. During the nine months ended September 30, 2024 there have been no significant changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Under the supervision and with the participation of management, including the CEO and CFO, management will continue to monitor and evaluate the design and effectiveness of its internal controls over financial reporting and disclosure controls and procedures, and may make modifications from time to time as considered necessary.

FINANCIAL INSTRUMENTS

The Company's financial instruments are exposed to certain financial risks which are discussed in detail in Note 12 of the Company's condensed consolidated interim financial statements for the three and nine months ended September 30, 2024.

RISKS AND UNCERTAINTIES

The exploration, development and mining of natural resources are highly speculative in nature and are subject to significant risks. For a comprehensive discussion of risks affecting or that could potentially affect the Company, see "*Risk Factors*" in the Company's Annual Information Form for the year ended December 31, 2023 and "Risks and Uncertainties" in the Company's MD&A for the year ended December 31, 2023, each of which is available on SEDAR+ under the Company's profile at www.sedarplus.ca.

QUALIFIED PERSONS

Mr. Samuele Renelli, P. Eng., Vice President, Technical Services for the Company, is the Qualified Person within the meaning of NI 43-101 for all technical information regarding McIlvenna Bay Phase 1 operations disclosures and has reviewed, verified and approved such technical information in this MD&A.

Mr. Roger March, P.Geo., Principal Geoscientist for the Company, is the Qualified Person within the meaning of NI 43-101 for all technical information disclosure other that the technical information disclosure regarding McIlvenna Bay Phase 1 operations and has reviewed, verified and approved such technical information in this MD&A.