RATHDOWNEY RESOURCES LTD.

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS

1 DATE

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidate interim financial statements (the "Financial Statements") of Rathdowney Resources Ltd. (the "Company" or "Rathdowney") for the three and nine months ended September 30, 2024 and the audited consolidated financial statements the Company for the year ended December 31, 2023, that are publicly available at www.sedarplus.ca.

This MD&A is prepared as of November 22, 2024. All currency amounts stated herein are expressed in Canadian dollars, unless otherwise specified. For dollar amounts, "$" refers to Canadian dollars and "US$" refers to United States dollars.

Cautionary Comments

This discussion includes certain statements that may be deemed "forward-looking statements" or "forward-looking information" within the meaning of Canadian securities law.

All statements, other than statements of historical facts, that address the financing, permitting, exploration drilling, technical work programs, and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. The assumptions used by Rathdowney to develop forward-looking statements include the following: the Project Olza will obtain will receive all required environmental and other permits, our expectations of continued availability of financing, and no geological or technical problems will occur. The factors include but are not limited to uncertainties and costs related to the Company's exploration and development activities, such as those associated with determining whether mineral resources or reserves exist on a property; uncertainties related to the accuracy of our mineral resource estimates; uncertainties related to the ability to obtain necessary licenses and permits and surface rights; changes in, and the effects of, the laws, regulations and government policies relating to environmental protection; changes in government policies regarding mining and natural resource exploration and exploitation; changes in general economic conditions, the financial markets and in the demand and market price for zinc, lead and silver; changes in accounting policies and methods we use to report our financial condition, including uncertainties associated with critical accounting assumptions and estimates; geopolitical uncertainty and political and economic instability in countries which we operate; continued availability of capital and financing, and general economic, market or business conditions, as well as risks relating to the uncertainties with respect to the conflicts in Ukraine and the Middle East. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. The Company reviews its forward-looking statements on an ongoing basis and updates this information when circumstances require it. For more information on the Company, investors should review the Company's filings that are available at www.sedarplus.ca.

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Cautionary Note to US Investors Concerning Estimates of Inferred Resources

The following section uses the term "inferred resources", a term that is recognized under the Standards of the Canadian Institute of Mining and Metallurgy ("CIM Standards") as required by Canadian regulations under National Instrument 43-101, Standards of Disclosure for Mineral Projects ("NI 43-101"). The United States Securities and Exchange Commission (the "SEC") has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the US Exchange Act (the "SEC Modernization Rules") with compliance required for the first fiscal year on or after January 1, 2021. The definitions of the terms and the categories of resources under the SEC Modernization Rules are "substantially similar" to the corresponding terms under Canadian regulations in NI 43-101. Accordingly, there is no assurance any mineral resources that we may report as "inferred mineral resources" under NI 43-101 would be the same had we prepared the resource estimates under the standards adopted under the SEC Modernization Rules. Also, under Canadian rules, estimates of an inferred resource may not form the basis of economic studies, except as part of a Preliminary Economic Assessment as defined by NI 43-101.

2 OVERVIEW

Rathdowney is focused on advancing the Olza zinc-lead-silver project ("Project Olza" or the "Project") in Poland. The Company holds a 100% interest in Project Olza through its wholly owned subsidiary, Rathdowney Polska Sp z o.o.

Project Olza is located in the Upper Silesian Mineral District in southwestern Poland, a region with a long mining history and well-established infrastructure to support mine development.

Rathdowney acquired the project in 2010 because of the potential for significant zinc and lead deposits shown by the results from previous core drilling programs by Polish State companies, including the Polish State Geological Institute or "PSGI". The PSGI is a technically-based government organization that completed several phases of core drilling and historical estimates of the zinc and lead resources in the region (see *Additional Potential – Historical Estimates*).

Upon securing of the right to explore the property, Rathdowney completed confirmatory drilling programs, analyses of the stratigraphy and mineralization, and other technical studies at Project Olza over several years. Rathdowney drill-tested a portion of the area drilled by PSGI and completed mineral resource estimates for that area (see *Mineral Resources* below). A Preliminary Economic Assessment ("PEA") for a potential underground mine with on-site processing facilities at Project Olza was completed in 2015[1].

Since that time, the Company has been focused on work required to prepare the project for environmental permitting and to obtain a mine license. This work has included additional core drilling for geotechnical and resource information; extensive geological interpretation and documentation; project design engineering; multi-year hydrology studies; processing plant evaluations; infrastructure assessment (power, roads, etc.); studies of the existing community setting and local socioeconomic fabric; and extensive multi-year environmental and land use planning and zoning assessments. In 2023 and 2024, the Company has:

[1] The Company plans to update the PEA when financing is available.

- Integrated the results of work done on the Project since early 2015 and completed a resource update;
- Continued planning to progress toward obtaining a Mining License for the Project, which would require completion of submissions and processes for:
    - An Environmental Impact Assessment ("EIA");
    - A Land Re-Zoning Application; and
    - A Project Development Report ("PZZ").

The financing environment for junior companies has been difficult for several years and, as a result, the work programs have advanced more slowly than hoped. The Company continues to focus on securing additional financing or a partner to support advancement of Project Olza.

2.1 Project Olza

Poland, the Country

Poland is the eighth largest economy in the European Union ("EU"), with a market of some 38 million consumers. Although economic conditions in 2020 and early 2021 were affected by uncertainty related to the COVID-19 pandemic, Poland had one of the gentlest slowdowns among EU member states with positive growth in 2021[2]. Poland's GDP growth was 5.3% in 2022. Full year GDP growth reached 0.2% in 2023.[3] The GDP is forecast to strengthen by 2.7% in 2024, according to Trading Economics global macro models and analysts' expectations[4].

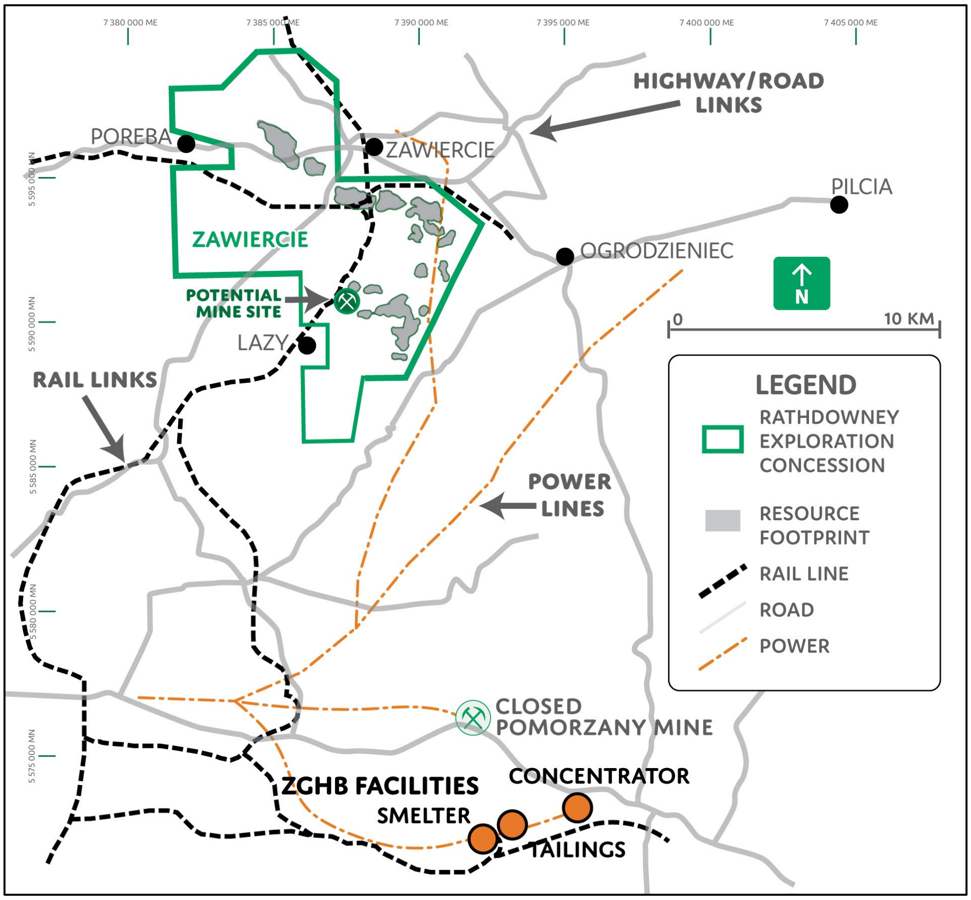
Poland's sovereign credit risk is rated by Moody's as A2 Stable, and S&P has upgraded its foreign currency rating from BBB+ to A-, while the local currency rating has been upgraded from A- to A. The country also has a low corporate tax rate (19%).

Poland has a well-established mining industry with a long history of operations, including production of zinc and copper on a large scale. There is a well-defined legal framework and legislated permitting process for mining projects.

Project Olza, Poland

Project Olza comprises an exploration concession in a relatively flat-lying, partially forested region of southwestern Poland. The location and regional infrastructure of the 71.43 square kilometre Zawiercie concession are shown in the figure below.

[2] https://www.thefirstnews.com/article/poland-has-among-lowest-govt-local-govt-deficits-in-eu---minfin-19640
[3] https://tradingeconomics.com/poland/gdp-growth
[4] ibid



Source: Rathdowney

Project Olza deposits and the past producing Pomorzany, Olkusz and Boleslaw mines are located within Poland's Upper Silesian Mining District. The nearby Pomorzany mine was a 7,000 tpd underground operation, utilizing a Room and Pillar mining method to extract zinc and lead, similar to that proposed for Project Olza. Now closed, the long-life Pomorzany mine produced some 90 Mt of Zn-Pb over 40 years[5].

Infrastructure in the immediate vicinity of the Project Olza site is exceptional: it includes power, water, paved highways and railway lines that would support mine development. There is also a locally-based, skilled workforce, including experienced miners and others in a multitude of trade disciplines that would be needed for mine operations. Accommodations for construction and future mine operation workers are plentiful in the region, negating the need to develop fly-in/fly-out construction camps or town-site facilities for mine development and operation as required in less-developed regions of the world.

[5] www.geoportal.pl

The Project Olza site is a one-hour drive by major highways from either Krakow and Katowice, two cities with full services, including international airports. A railway line with up to eight sidings runs through the project-area, connecting the site to the national rail system and providing rail access to the local smelter facilities as well as other smelters through ports on the Baltic Sea.

Additional infrastructure, such as local roads and a rail siding, would be part of the development at Project Olza. New local revenues from the development could support expanded services for schools, and other community projects such as environmental and historical restoration.

The ZGH Boleslaw smelting complex is located some 25 kilometres to the south. With the closure of the Pomorzany mine, smelters such as Boleslaw will be looking for new sources of feed. Project Olza, if developed, could be a source of new feed for the facility.

Project History

The PSGI identified significant Mississippi Valley Type ("MVT") zinc-lead deposits through drilling carried out in the area of Project Olza during the 1950s to 1980s. The PSGI also completed several historical estimates of the zinc-lead resources, reported under the Polish classification system.

Rathdowney began work at Project Olza in 2011, and completed an initial phase of work, encompassing confirmatory core drilling in a portion (~30%) of the area drilled historically by PSGI on the Olza property, as well as other technical studies. As work proceeded, Rathdowney has announced estimates of significant mineral resources for the area of its initial core drilling. Preliminary metallurgical test work on core from the drill-area to 2013 showed that standard flotation treatment would produce high quality zinc and lead concentrates typical of MVT deposits, with the added benefit of a low iron content – a characteristic in high demand by domestic and international smelters. This work was followed up by a PEA under 43-101 of a potential mine plan, announced in 2015. Rathdowney completed a geotechnical drilling program in 2014-2015. In 2023, Rathdowney integrated the additional drill information to update the resource estimate (further details in *Mineral Resources* below).

From 2016-2019, Rathdowney focused on advancing extensive environmental and other data collection across a range of topics, including natural species, water chemistry, seasonal water flow, atmospheric studies and soil chemistry. The Company also completed additional drilling, geological documentation, and other requirements to support Poland's permitting process as well as engineering studies necessary to move Project Olza through the PZZ and toward development. Core drilling by Rathdowney in 2014-2015 provided key engineering data and indicated the potential to increase the announced resources. Beginning in 2016, the Company also conducted detailed studies at selected sites, including collection of more environmental and engineering data in areas of potential development. Several sites will be reviewed to assess their suitability for the development of facilities.

Mineral Resources

The mineral resource for Olza was estimated using analytical information from drilling completed by Rathdowney between 2011 and 2015 as well as historical diamond drilling completed by Polish State-owned companies. A total of 1,061 drill holes were used in the current estimation of which 793 holes were historical and 268 were drilled by Rathdowney. The most recent Rathdowney drilling tested an area known as Zone 5 (see Rathdowney releases dated June 23, 2015 and December 3, 2015), and resulted in an increase in the mineral resources from 24.4 million tonnes to 26.1 million tonnes at similar grades to the previous estimate in 2014. This increase in the mineral resource at Olza is not considered to be material.

The current estimate (tabulated below) was completed using Vulcan™ v2023.1 software to interpolate values for zinc, lead, and bulk density into the block model using an inverse distance squared (ID^2) function. Interpolation was carried out in a single pass using search strategies and ranges which have been developed geostatistically. Block grades were interpolated using a minimum of three samples from a minimum of two drill holes, and sample selection was governed by zone morphology to ensure appropriate correlation. A classification of inferred was assigned to the entire resource based on the geostatistical analysis of the Olza Zn-Pb data, drill hole spacing and spatial uncertainty associated with the locations of the historical drill collars.

Project Olza Inferred Mineral Resources				
Cut-off (Zn%)	Tonnes (millions)	Zn (%)	Pb (%)	Zn+Pb (%)
2.0	26.1	5.58	1.43	7.0

Notes: A 2% Zn cut-off was used for the estimate, which is consistent with other Mississippi Valley Type deposits with similar infrastructure and with the costs of mining and processing for the Olza Project. It is based on median forecast metal prices for Zn US$1.00-1.10/lb and for Pb of US$0.95-1.00/lb, preliminary average life-of-mine recoveries of 89% Zn and 88.5% Pb and total on-site mining + milling costs of $47.42/tonne milled.

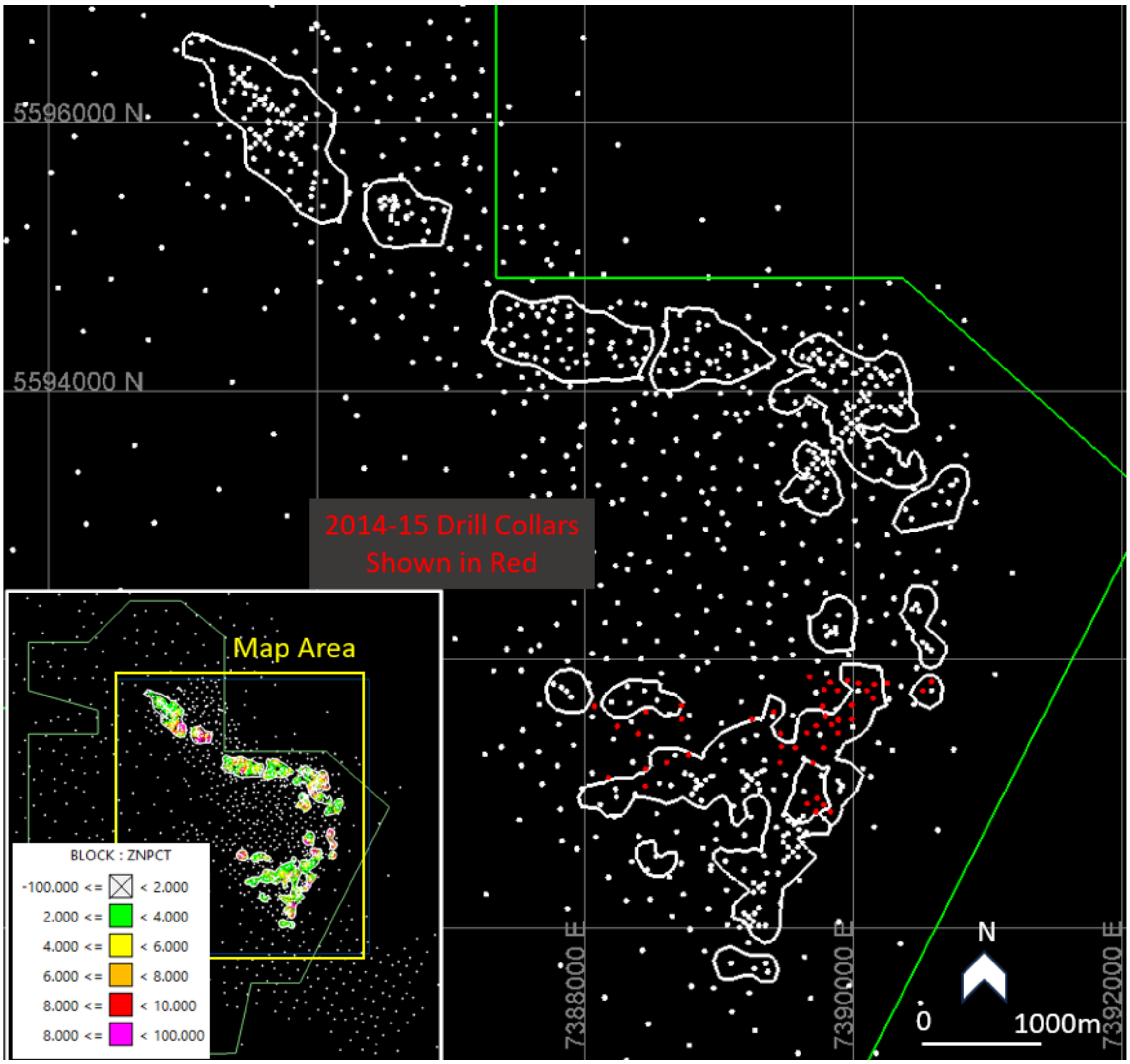
Reasonable prospects of eventual economic extraction were assessed prior to the resource tally. For all modelled zones, assayed intersections were assessed on a hole-by-hole basis to ensure an adequate mineable thickness. Based on proposed mining method, contemplated mining equipment and preliminary recoveries, grade-thickness criteria were assessed for all estimated blocks using a threshold of 3m-%. Mineralized zones of insufficient thickness and/or grade were discarded. Blocks meeting these criteria were further assessed based on proximity both to other mineable zones and likely underground development - small, isolated groupings of blocks were discarded and did not contribute to the overall resource tally.

Rathdowney is advanced in its documentation and mitigation planning for environmental assessment, and its planning for mine and materials handling facilities are being done with consideration of environment conditions and local opportunities. The Company has engaged with stakeholders throughout its project work. It is not expected that there will be extensive legal, political, environmental or other issues that could materially affect the potential development.

The resource was estimated under Canadian regulation NI 43-101[6], by David Gaunt, P.Geo., a qualified person who is not independent of the Company. Mr. Gaunt has reviewed this disclosure. The effective date of the estimate is July 2023.

[6] **NI 43-101:** Canadian public companies are required to report mineral resource and mineral reserve estimates, economic studies of mine development and other technical information in compliance with NI 43-101. NI 43-101 definitions for measured, indicated and inferred mineral resources and proven and probable mineral reserves conform to those of the Committee for Mineral Reserve Reporting Standards (CRIRSCO), like those currently used in many countries in Europe (Pan European Code), as well as those used in Australia, Chile, South Africa, the United States and Russia. Mineral reserves are

The figure below shows the extent of the current resource estimate, drill collars (2014-15 shown as red dots and other years as white dots), the extent of the inferred resource (shown as white polygons), and the concession boundary (shown in green). The estimated blocks shown in the inset map are coloured according to zinc grade.



Source: Rathdowney

defined by Prefeasibility or Feasibility studies of measured and indicated resources. A Preliminary Economic Assessment is a study, other than a pre-feasibility or feasibility study that includes an economic analysis of the potential viability of mineral resources and can be based on measured, indicated and inferred resources.

Additional Potential

Historical Estimates

The extensive core drilling by the Polish government documented widespread zinc-lead mineralization outside of the current resource-area.

Estimates of the zinc-lead deposits in the central area of Rathdowney's ground were completed by the PSGI as tabulated below.

Zawiercie Historical Estimates by PGI								
Deposit	**Year**	**Drillholes**	**Meters drilled**	**Period of drilling**	**Category**	**Mt**	**% Zn**	**% Pb**
Zawiercie I	2008	510	unknown	mostly pre-1975	C1+C2	17.0	5.80	2.32
	1994				C1	16.3	6.00	2.50
	1990				C1	34.5	4.92	1.98
Zawiercie II	2008	240	unknown	mostly pre-1975	C2	2.9	6.98	2.48
	1992				C2	35.5	2.07	2.05
	1990				C2	42.6	2.56	2.99

Source: 2014 technical report, updated based on sources available in 2024

The historical estimates were divided between the Zawiercie I and Zawiercie II deposits, with Zawiercie II being less well explored.

The basic manual system of data handling, calculation and record keeping appears to have been of a high standard; however, drill core and assay sample reject material which could have facilitated independent re-checking of the drill assays, were not kept. Also, core recoveries in the older drill holes within the vuggy "Ore-Bearing Dolomite unit" that hosts the mineralization were quite variable and sometimes poor.

The historical estimates were based on a standard polygonal method, with a sphere of influence mid-way to the nearest adjoining drill hole. The cut-off grade used was generally 2% combined Zn+Pb, within mineralized intervals of at least 7 m percent (width x grade). These estimates allowed a more liberal inclusion of lower-grade mineralization within the mineralized shell which resulted in a substantially larger tonnage at a lower grade.

Prior to 2007, the estimates were categorized, based on distance from a drill hole or mine working as follows:

- A: exploitation stage where the resource is estimated by underground workings;
- B: very detailed: drill holes spaced 75 to 150 m;
- C-1: detailed: drill holes spaced 150 to 200 m;
- C-2: moderately detailed: drill holes spaced 200 to 300 m; and
- P1, P2, and P3: least detailed where drill holes are spaced approximately 500 m.

More conservative parameters were applied for the 2008 estimates when compared to previous years. For the Zawiercie I deposit, the resultant reduction in size compared to some of the earlier historical estimates is less substantial because the drill holes were more closely spaced, allowing for continuity between holes and C-1 and C-2 categories. At the Zawiercie II deposit, the 2008 estimate shows a substantial reduction compared to earlier estimates as a result of the wider drill hole spacing.

The PSGI estimates are based on the Polish resource classification system. C1 aligns approximately with an indicated classification under CIM Standards and C2/D with an inferred classification.[7]

The past drilling programs carried out and the various historical estimates undertaken by the PGI confirm the presence of extensive zinc-lead mineralization within the area of the Zawiercie Concession. The considerable variation in these estimates reflects different parameters applied, such as the reduction in influence of any given drill hole.

A qualified person under 43-101 rules has not done sufficient work to classify the historical estimates as current mineral resources or mineral reserves and the Company is not treating the historical estimates as current mineral resources or mineral reserves.

Additional confirmatory drilling would need to be done to enable the historical estimates to be considered as mineral resources under CIM Definition standards and NI 43-101 rules.

As such, these historical estimates are to be taken solely as an indication of the excellent exploration potential and the opportunity for resource expansion at the Olza project.

Rathdowney's Drilling

Rathdowney's diamond drill core testing covers approximately 30% of the area drilled by PSGI and, as such, the Company believes that there is excellent potential to increase the mineral resources with additional drilling in the remaining 70%. In the areas where Rathdowney carried out confirmatory core drilling in 2011 through to 2013 and 2014 to 2015[8], there has been good correlation with results from historical core drilling, supporting the belief in additional resource potential.

During historical drilling by the Polish State, drill core samples were not analyzed for silver and, as a result, silver was not included in the above Mineral Resource or the historical estimates. All of Rathdowney's drilling has included analysis for silver and returned significant results. These results, as well as those from the metallurgical testing, indicate that there is an opportunity to recover silver and add value to the Project.

These results and the previously mentioned results of PSGI historical work indicate there is excellent potential to increase the mineral resources with additional drilling at Project Olza.

Environment and Permitting

The objective of Rathdowney's environmental program is to assess the existing conditions in the area of Project Olza to provide the necessary data for an Environmental Impact Assessment and mine design and planning activities. The work has included studies of flora and fauna, surface, and ground water quality and quantity, hydrology, climate, air quality and soil conditions in the Project area.

[7] Henley, Mining Journal, August 2004, "Reconciliation of Russian and International Reporting System", as referenced in Bray et al, 2014 technical report for Rathdowney, filed at www.sedarplus.ca. The Polish resource classification system is very similar to the Russian classification system in use at the time.

[8] For drilling at Zone 5 in 2014-2015, sample preparation was done at Bureau Veritas (Acme) in Krakow, Poland and analysis at the Acme laboratory in Vancouver, BC.

As part of the Company's environmental, permitting, and technical activities, the Company's staff in Poland is proactive in keeping the local commune councils apprised of Project activities and, in turn, keeping apprised of changes, if any, in legislation or community land use plans that may affect the Project. The Company also ensures that all physical operations are planned and undertaken in a manner ensuring that any potential activities affecting environmental settings are identified and assessed, and appropriate actions taken to avoid or mitigate them.

Flora and fauna baseline studies over a broad area (approximately 250 square kilometres) began in 2015. Air quality, climate, and soil studies were also done. A detailed hydrological study was conducted involving collection of data on surface and groundwater studies. Data collection has been carried out over multiple years to ensure representative field data and be able to assess and plan for the variations in climate, return periods etc., to help to ensure that pre-existing and expected conditions are understood and accommodated, where necessary, in the mine design. Supplemental to broader area studies during 2016 through 2019, focused on collection of more detailed seasonal environmental baseline data for the EIA report and engineering information for proposed project development sites to be included in the Project PZZ[9]. An annexure of geological and technical information to the geological documentation originally submitted and accepted in 2014 was completed and accepted in 2019.

With COVID-19 sweeping through the region and corresponding restrictions, advancement of the work plan was impeded in 2020 and 2021. Geopolitical events in Eastern and Central Europe beginning in 2022 also had an impact. Further the environment for raising funds for junior companies has been challenging over the past several years. While remaining to be committed to advancing Project Olza toward a Mining License, work has progressed slowly. The Company has focused on maintaining the property and raising funds to enable it to advance permitting activities.

Community Engagement

Engaging with the local communities and interfacing with other project stakeholders are critical components of Rathdowney's ongoing work in support of its technical programs. Rathdowney began community engagement activities in 2010 and has held some 2,150 documented meetings with individual landowners, community groups, and representatives of local, regional, and national governments.

The key objective of Rathdowney's community engagement is to ensure timely, transparent, and factual communication of the Company's activities and plans going forward, and to do so on an ongoing basis so the various stakeholders are appropriately informed. The experienced local team discusses the plans for, and results of, exploration and conceptual development programs as well as proposals for advancement of Project Olza.

Another important objective of the proactive engagement program is to explain in "clear language" for the general public that the Company employs best practises, utilizing current technology, in

[9] A PZZ contains the information on which a decision to grant a mining license is based, with a focus on operational parameters, mining techniques, staffing, and related service requirements. The EIA, and land use change documents also form part of the submission.

development and site activities and how this will be undertaken during all phases of the project. Key areas of focus include how the Company conducts environmental planning and monitoring and integrates standards that consider the safety of the site team, any future construction and operations teams, and the residents in the surrounding communities.

2.2 Other Interests

Properties in Ireland

Rathdowney carried out exploration work (2008-2011) on properties located in the Irish Midlands lead-zinc district. Rathdowney optioned the Irish properties to Teck Ireland Ltd. ("Teck Ireland"), a subsidiary of Teck Resources Limited, in 2012. Teck Ireland exercised the option and acquired a 100% interest in the properties in August 2016. Rathdowney retains a 2% NSR royalty on minerals extracted from the remaining Prospecting Licences (PL3664, PL3665, PL3991 and PL3992) that comprise the properties.

2.3 Financing

August 2021 Private Placement

On July 29, 2021, Rathdowney announced that it planned to complete a private placement ("August 2021 private placement") for proceeds of up to $2 million.

On August 06, 2021, Rathdowney closed the first tranche of the August 2021 private placement, issuing 28,821,996 common shares of the Company at a price of $0.035 per share for gross proceeds of $1,008,770.

On October 26, Rathdowney closed the second tranche of the August 2021 private placement, issuing 24,428,571 common shares at $0.035 per share for gross proceeds of $855,000. Certain directors converted existing loans into the private placement; as a result, some $500,000 of the private placement did not involve the issuing of warrants.

The common shares were issued as part of a unit ("2021 Unit") private placement. Each 2021 Unit is comprised of one common share (a "Share") of the Company plus one common share purchase warrant (a "2021 Warrant"). Each 2021 Warrant can be exercised for a five year period from the Closing Date (as hereinafter defined) at $0.10 per 2021 Warrant Share (as hereinafter defined). In the event that the closing price of the common shares of the Company is at or above $0.20 per share for a period of 10 consecutive trading days during the warrant exercise period (with the 10th such trading day hereafter referred to as the "Eligible Acceleration Date"), the warrant expiry date shall accelerate to the date that is 60 days after the Eligible Acceleration Date.

Proceeds have been used to advance permitting and engineering activities on the Company's Olza zinc-lead-silver project in Poland, as well as for general corporate working capital purposes.

April 2020 Private Placement

During the year ended December 31, 2020, the Company completed two tranches of a non-brokered private placement (the "Private Placement") of 14,957,491 units ("Unit") of the Company at a price of $0.09 per Unit (the "Issue Price") for proceeds of up to approximately $1.3 million.

Each Unit is comprised of one common share (a "Share") of the Company plus one common share purchase warrant (a "2020 Warrant"). Each 2020 Warrant can be exercised for a five year period from the Closing Date (as hereinafter defined) at $0.11 per 2020 Warrant Share (as hereinafter defined). In the event that the closing price of the common shares of the Company is at or above $0.15 per share for a period of 10 consecutive trading days during the warrant exercise period (with the 10th such trading day hereafter referred to as the "Eligible Acceleration Date"), the warrant expiry date shall accelerate to the date that is 60 days after the Eligible Acceleration Date.

On April 29, the Company closed the first tranche of the 2020 private placement, issuing 13,402,491 Units for gross proceeds of $1,206,224. Certain directors converted existing loans into the private placement, of which $520,970 did not receive warrants.

On May 20, the Company closed the second tranche of the 2020 private placement, issuing 1,555,000 Units for gross proceeds of $139,950.

Proceeds have been used to advance permitting and engineering activities in Poland as well as for general corporate working capital purposes.

Loans and Advances

Over the years, the Company entered into multiples loans agreement with HDSI and certain directors. The table below detailed the loans history.

Lender: HDSI[1]

Year		Principal Amount	Annual Interest rate
2018	$	106,164	N/A
2022[2]		182,863	Prime rate plus 4%
2023		874,482	Prime rate plus 4%
2024 to September 30, 2024		520,313	Prime rate plus 4%
Total	**$**	**1,683,822**	

Notes:

1. Loan is payable at the earliest of December 31, 2024 or immediately on demand.
2. In February 2023, the loan of $40,000 changed the interest rate from 10% per annum to prime rate plus 4% per annum.

Subsequent to September 30, 2024, the Company entered into certain loan agreements with HDSI for an additional aggregate principal amount of $74,000 bearing interest at a rate of CIBC prime plus 4% per annum and are payable at the earliest of a) December 31, 2024; b) immediately on demand.

Lender: Director

Year	Principal Amount		Annual interest rate
2018[1]	$	624,200	5%
2019[1]		1,469,097	5%
2020 - Private placement participation		(777,922)	–
2020 - Repayment of loan		(40,000)	–
2020		214,800	5%
2021 – Repayment of loan		(500,000)	–
2022		283,720	5%
Total[2]	**$**	**1,273,895**	

Notes

1. In April 2019, the interest rate decreased from 15% to 5% per annum.
2. Subsequent to the reporting period, the Company entered into discussions with a former director to extend the term of its loan.

2.4 Market Trends

As an advanced stage project located in the heart of Europe, Project Olza is well positioned to benefit from an increase in zinc prices. Its location allows for easy access to smelters for treatment of concentrates as well as to potential end users of zinc products.

Zinc prices were variable in early 2020, when they were negatively impacted by the economic uncertainty related to COVID-19, then trended upward for the remainder of the year. Prices were variable in 2021 to Q3 when they stabilized. Prices increased in early 2022 to late April, decreased to mid-July, and then were variable until early 2023 when they increased. Overall in 2023, prices were variable, and the average price for the year was lower than in 2022. In 2024, prices increased from March to June, then decreased, and have been variable to increasing since August. On November 22, 2024, the closing price was US$1.35/lb.

Lead prices were variable in early 2020. Following a significant decrease in March in response to economic uncertainty related to COVID-19, prices were variable and the average annual price decreased from the prior year. Prices continued to be variable in 2021, but the average price increased. Prices were variable for most of 2022, and the average price decreased from 2021. Although prices were variable in 2023, the average annual price was only slightly lower than the previous year. Lead prices in 2024 were variable to March, then stabilized before decreasing in the latter part of July and have not improved since that time. On November 22, 2024, the closing price was US$0.90/lb.

Silver prices increased in early 2020, then dropped significantly in March in response to economic concerns related to COVID-19 but rebounded quickly. Prices then increased, particularly in the latter part of July 2020. Silver prices were variable in 2021, and the average annual price increased. Prices were also variable in 2022 and for most of 2023, with the average annual prices decreasing in 2022 and increasing slightly in 2023, when compared to the prior year. In 2024, the silver price increased from March to June, then decreased in July and August. Since August, prices have been variable but have increased slightly. On November 22, 2024, the closing price was US$31.25/oz.

Average annual prices over the past five years as well as the average prices so far in 2024 for zinc, lead, and silver are shown in the table below:

	Zinc US$/lb	Lead US$/lb	Silver US$/oz
2019	1.16	0.91	16
2020	1.03	0.88	20
2021	1.36	1.02	25
2022	1.58	0.98	22
2023	1.20	0.97	23
2024 (to November 22, 2024)	1.25	0.94	28

Source: www.metalprices.com, now part of Argus Metals at www.argusmedia.com

2.5 Legal

No lawsuits or legal issues are lodged against Rathdowney or Project Olza at the current time, or have been lodged since the Company's inception. It is the Company's philosophy to address all actions of a potential legal nature proactively, and progressively in a timely fashion.

3 SELECTED ANNUAL INFORMATION

Not required for the interim MD&A.

4 SUMMARY AND DISCUSSION OF QUARTERLY RESULTS

All monetary figures in the following table are expressed in thousands of Canadian dollars, except per-share amounts. Small differences are due to rounding.

Summary of quarterly results	Sep 30 2024	Jun 30 2024	Mar 30 2024	Dec 31 2023	Sep 30 2023	Jun 30 2023	Mar 31 2023	Dec 31 2022
Exploration expenses (1)	$ 246	$ 221	$ 261	$ 277	$ 307	$ 294	$ 315	$ 408
Administrative expenses (1)	119	202	188	175	143	177	192	228
Operating loss	365	423	449	452	450	471	507	636
Other items (2)	63	57	52	44	46	30	31	23
Net loss	$ 428	$ 480	$ 501	$ 496	$ 496	$ 501	$ 538	$ 659
Basic and diluted loss per share	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

Notes:

(1) Excluding share-based payments

(2) Other items include interest income and foreign exchange differences and may include other non-recurring transactions.

Discussion of Quarterly Trends

The Company’s quarterly operating losses remained fairly consistent with variations mainly attributable to the Company’s activities to progress its Olza project through permitting and toward completion of mine licensing. In 2023, the Company did technical work relating to concession maintenance. In Q4 2022, the exploration expenditures were higher due to the administrative maintenance and the consolidation and renewal of the concession.

Administrative expenses tend to follow the level of activity in the Company's exploration and business development activities.

The Financial Statements provide a breakdown of general and administrative costs.

5 RESULTS OF OPERATIONS AND FINANCIAL POSITION

5.1 Results of Operations

The following discussion and analysis of the Company’s financial results of its operations should be read in conjunction with the Company’s Financial Statements and related notes.

The Company’s Financial Statements present an analysis of its exploration expenses – substantially all of which pertain to Project Olza – and administration expenses.

Results for the Nine Months Ended September 30, 2024 vs. 2023

The Company recorded a decrease in net loss from $1,536,564 for the nine months ended September 30, 2023, to $1,410,300 for the nine months ended September 30, 2024. The decrease is mainly due to the decrease in exploration expenses which was offset by an increase in finance expenses.

Exploration and Evaluation Expenses

The Company recorded a decrease in exploration expenditures from $915,578 for the nine months ended September 30, 2023 to $728,702 for the nine months ended September 30, 2024. The decrease is mainly due to the planned scheduling of site activities, less travel and technical support expenses.

Administrative Expenses

The Company recorded a decrease in administrative expenditures from $512,960 for the nine months ended September 30, 2023 to $509,009 for the nine months ended September 30, 2024. The decrease in administrative expenditures is mainly due to decreased shareholder communications expenses which were offset by an increase in office and administration expenses.

6 LIQUIDITY

At September 30, 2024, the Company had a cash balance of $27,790 and a working capital deficiency of $15,883,822. Of the Company's current liabilities, $15,853,480 is payable to related parties. The Company is discussing alternative settlement arrangements to its balances payable to related parties.

Management believes that it will be able to maintain the Company's core mineral rights in good standing. Additional debt or equity financing will be required to fund additional exploration and development of its mineral property interests. Historically, the Company's sole source of funding has been provided from the issuance of equity securities for cash, and from loans from directors and other arms-length parties. There can be no assurance that the Company will be able to obtain additional financial resources or achieve positive cash flows. If the Company is unable to obtain adequate additional financing, it may need to curtail its expenditures further until additional funds can be raised through financing activities.

The Company does not have any material capital lease obligations or purchase obligations other than those disclosed below:

The following commitments and payables (expressed in *thousands)* existed at September 30, 2024:

		Total		≤ 1 year		1-5 years
Trade and other payables	**$**	**137**	$	137	$	–
Payables to related parties[2]		**12,285**		12,285		–
Loans payable		**3,568**		3,568		–
Other commitments [1]		**36**		23		13
Total	**$**	**16,026**	$	16,013	$	13

Notes to table

1. Includes payments due on a short term lease and payments for the use of offices and shared space from a related party.
2. In February 2024, one of Rathdowney's director submitted his resignation.

The Company continues to explore its mineral property interests and has not yet determined whether they contain economically recoverable mineral reserves. The Company's continuing operations are entirely dependent upon its ability to obtain the necessary financing to continue the exploration and development of its mineral property interests, to prove the existence of economically recoverable mineral reserves, to obtain the permits necessary to mine, and on future profitable production or proceeds from the disposition of its mineral property interests. General market conditions for junior exploration companies have resulted in historically low equity prices.

These material uncertainties cast significant doubt on the ability of the Company to continue as a going concern.

7 CAPITAL RESOURCES

The Company has no lines of credit or other sources of debt financing. The Company will continue to access equity markets for financings for the foreseeable future.

The Company had no commitments for material capital expenditures as of September 30, 2024.

8 OFF-BALANCE SHEET ARRANGEMENTS

None.

9 TRANSACTIONS WITH RELATED PARTIES

Key management personnel

The required disclosure for the remuneration of the Company's key management personnel is provided in the Financial Statements, which are available on SEDAR+ at www.sedarplus.ca.

Hunter Dickinson Inc.

Description of the relationship

Hunter Dickinson Inc. ("HDI") and its wholly owned subsidiary HDSI are private companies established by a group of mining professionals engaged in advancing mineral properties for a number of publicly listed exploration companies, one of which is the Company.

The following directors or officers of the Company also have a role within HDSI.

Individual	Role within the Company	Role within HDSI
Lena Brommeland	Director, Senior Vice President, General Manager	Executive Vice-President, Site Services
Andrew Ing	Chief Financial Officer ("CFO")	Vice-President, Corporate Development
Trevor Thomas	General Counsel and Corporate Secretary	General Counsel

The business purpose of the related party transactions

HDSI provides technical, geological, corporate communications, regulatory compliance, and administrative and management services to the Company, on an as-needed and as-requested basis from the Company.

HDSI also incurs third party costs on behalf of the Company. Such third party costs include, for example, directors and officers insurance, travel, conferences, and technology services.

As a result of this relationship, the Company has ready access to a range of diverse and specialized expertise – financial, geological, legal, and technical – on a regular basis, without having to engage or hire full-time experts. The Company benefits from the economies of scale created by HDSI which itself serves several clients. The Company is also able to eliminate many of its fixed costs, including rent, technology, and other infrastructure that would otherwise be incurred for maintaining its corporate offices.

The measurement basis used

The Company procures services from HDSI pursuant to an agreement dated July 2, 2010. Services from HDSI are provided on a non-exclusive basis as required and as requested by the Company. The Company is not obligated to acquire any minimum amount of services from HDSI. The fees for services from HDSI are determined based on a charge-out rate for each employee performing the service and for the time spent by the employee. Such charge-out rates are agreed and set annually in advance.

Third party costs are billed at cost, without markup.

Ongoing contractual or other commitments resulting from the related party relationship

Other than noted below, there are no ongoing contractual or other commitment resulting from the Company's transactions with HDSI other than the payment for services already rendered and billed. The agreement may be terminated upon 60 days' notice by either of the Company or HDSI.

The Company has a sublease agreement with HDSI whereby the Company rents non-fixed space on as needed basis from HDSI. The agreement expires on April 29, 2026.

Transactions with and balance due to HDSI

The required disclosure is provided in the Financial Statements, which are available on SEDAR+ at www.sedarplus.ca.

10 FOURTH QUARTER

Discussed in Section 5 – Results of Operations and Financial Position

11 PROPOSED TRANSACTIONS

There is no proposed asset or business acquisitions or dispositions before the Board of Directors requiring disclosure under this section.

12 CRITICAL ACCOUNTING ESTIMATES

Not required. The Company is a venture issuer.

13 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The required disclosure is provided in the Financial Statements, which are available on SEDAR+ at www.sedarplus.ca.

14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Overview

The Company has exposure to credit risk, liquidity risk and market risk from its use of financial instruments.

The Board has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board is responsible for developing and monitoring the Company's risk management policies.

The Company established risk management policies to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. There has been no change in the Company's objectives and policies for managing this risk and no significant change to the Company's exposure to credit risk during the nine months ended September 30, 2024.

Cash

The Group limits its exposure to credit risk by only investing with top tier and high-credit quality financial institutions in business and savings accounts, which are available on demand by the Group.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's liquidity risk has been discussed in section 6 above.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. There has been no change in the Company's objectives and policies for managing this risk and no significant change to the Company's exposure to market risk during the nine months ended September 30, 2024.

Capital management

The Company's policy is to maintain a strong capital base to sustain future development of the business. Due to challenging capital markets, the Company has faced reduced liquidity and is temporarily in a deficit position; however, management continues to manage and seek capital with the intention to secure financing for further development of the business.

The capital structure of the Company consists of net assets (total cash and cash equivalent offset by total current liabilities) and equity of the Company (comprising issued capital, reserves and accumulated deficit).

There were no changes in the Company's approach to capital management for the nine months ended September 30, 2024. The Company is not subject to any externally imposed capital requirements.

Fair value

At September 30, 2024, the carrying amounts of the Company's financial assets and liabilities carried at amortized cost approximate their fair values.

15 OTHER MD&A REQUIREMENTS

Additional information relating to the Company is available at www.sedarplus.ca.

15.1 Additional Disclosure for Venture Issuers without Significant Revenue

(a)	capitalized or expensed exploration and development costs	See section 4
(b)	expensed research and development costs	Not applicable
(c)	deferred development costs	Not applicable
(d)	general and administration expenses	See section 4
(e)	any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d)	None

15.2 Disclosure of Outstanding Share Data

The following table details the share capital structure of the Company as of the date of this MD&A:

	Number
Common shares	230,427,450
Share purchase warrants	48,133,787
Deferred share units	4,000,000

15.3 Internal Controls over Financial Reporting and Disclosure Controls

Internal Controls over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the appropriate time periods, and required information is accumulated and communicated to the Company's management so that decisions can be made about the timely disclosure of that information.

Limitations of Controls and Procedures

The Company’s management, including its CEO and CFO, believe that any system of disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

16 RISK FACTORS

The risk factors associated with the principal business of the company are discussed below. Briefly, these include the highly speculative nature of the mining industry characterized by the requirement for large capital investment from an early stage and a very small probability of finding economic mineral deposits. In addition to the general risks of mining, there are country-specific risks associated with operating in a foreign country, including currency, political, social, and legal risk.

Due to the nature of the Company's business and the present stage of exploration and development of its projects (see description of the Company's projects in section 2.1 above), the Company may be subject to significant risks. Readers should carefully consider all such risks set out in the discussion below. The Company's actual exploration and operating results may be very different from those expected as at the date of this MD&A.

The Russian-Ukraine Conflict - Risks and Mitigation Measures [10]

The Russian-Ukraine conflict has affected a number of European Countries, in particular Germany as well as some countries in Eastern and Southern Europe. Most of those issues stem from choices made by these countries to create interdependencies with Russia on energy, transportation, and consumable supply chains. As the conflict has continued and could last for an extended period of time, a number of European countries are being proactive to ensure that adverse impacts are minimized.

In Poland’s case, the country has always maintained a somewhat independent approach to its critical energy, resource development, necessary infrastructure, to ensure it can operate, without being too dependent on other European entities. On the economic front, Poland’s exports to the Ukraine and Russia in 2022 amount to about 3.18% of the GDP and about 1.89%, respectively[11] of Polish exports. These are not overly sizeable numbers and not significant enough to have a detrimental impact, as indicated by the Polish Development Ministry. Analysts at several banks echoed the analysis of the

[10] Source: *CEC Update* newsletters. CEC is an independent Public Affairs Group, head office in Warsaw Poland
[11] Source: World Bank

Polish Ministry and concurred with them about the impact on GDP. While the long-term impacts of the conflict and the sanctions imposed on Russia remain uncertain, the Polish state has demonstrated its ability to adjust to the new reality and has taken steps to buttress its economy and ensured continued stability for business operations in the country.

On the energy front, risks associated with disruptions in the supply of Russian oil and natural gas are being mitigated through a number of measures. Poland in particular has maintained a policy of multiple energy sources and reinforced them in the wake of this conflict. Coal, wind, solar and natural gas form the core of its energy mix, with coal in particular serving as a historically important source of power generation. Indeed, the government is providing support cheques to households that heat with coal and coal continues to be the key source of power for key sectors of heavy industry such as manufacturing, construction and mining. It should be noted that Poland mines copper, zinc, and lead on a large scale, and has in-country smelters who benefit substantially from the Polish Power grid. These smelters have been able to maintain their operations precisely because of the abundance of power while conversely a number of other European smelters have been struggling with electrical supply and are closing periodically. It should be noted that shutting down a smelter and restarting it is a difficult, slow and expensive process, a hardship that Polish smelters have been spared due to the reliability of their power supply. In addition to coal, the country has also ramped up wind and solar projects and the import of non-Russian natural gas which is brought in through a distribution terminal in Gdansk. This emphasis on coal-based electricity generation is underpinned by the fact that coal continues to be mined and is still a major employer in the country.

The extractives industry in general is also being affected by the crisis. The aforementioned risks associated with energy supply have created an awakening among European institutions of the fragile nature of supply chains in general, particularly of natural resources, upstream and downstream. To that end, the conflict has created a renewed sense of solidarity within Europe on the question of raw material security and as such has galvanized the efforts of various multilateral organizations in identifying and providing support to projects that are involved in critical sectors, such as natural resources. Poland, with its strategic positioning, is poised to play a key role in these supply chains, and as such will be the beneficiary of support for its mining projects, both new and those that require upgrading and re-purposing.

Similar measures are being undertaken on the infrastructure front. A number of Eastern and Central European Countries, including Poland, continue to upgrade their infrastructure, in particular their railway networks. Poland, which has historically been the highest recipient of European Union infrastructure funding, has maintained an ongoing upgrade program. This program extends to other sectors including the aviation industry, where ongoing Aircraft maintenance and major component upgrades with major airlines is well underway.

Risks associated with supply chains have also created an awakening in the manufacturing sector. Poland has taken the initiative to further develop its advanced manufacturing capability to produce finished materials for assembly of components for airplanes, train locomotives, rail cars, as well as vehicles, and construction materials. Poland also produces extensive steel and rebar components for Western Europe and Far Eastern Europe. In addition, Poland manufactures and assembles critical drive trains, Ocean ship drives, internal major waste consumable units, and freshwater systems. Indeed, Poland is internationally known for its shipyard work, which is still underway, albeit at a slower pace.

On the whole, Poland had identified, responded to and addressed the risks associated with the conflict with a sense of purpose and forward direction and the country continues to seek opportunities to generate jobs, maintain manufacturing, and provide the necessary consumables for its population.

Exploration and Mining Risks

Resource exploration, development, and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not reduce. While the Company has discovered a mineral deposit and associated mineral resources, there is no guarantee that the mineral resources can be converted into mineral reserves, be developed into a mine, or, once developed, return a profit from production. Very few properties that are explored are ultimately developed into producing mines.

The Company will rely upon consultants and others for exploration, development, construction, and operating expertise.

Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources, and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment or labour are other potential risks involved in the operation of mines and the conduct of exploration programs.

While the Company has identified significant mineral resources, no assurance can be given that the quantities are sufficient to justify commercial operations or that funds required for development can be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

The Company is currently only focused on the advancement and development of the Olza project and is not considering any other properties for acquisition.

No Assurance of Future Profits and Production Revenues

The Company has no history of operations and expects that its losses will continue for the foreseeable future. The Company currently has only a small number of mineral properties and has no plans to acquire additional properties. The Company's entire prospects will rest solely with the Olza project.

There can be no assurance that the Company will ever be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development, and commercial production of the Company's Olza project. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and other factors, many of which are beyond the Company's control.

The Company does not expect to receive revenues from operations in the foreseeable future. The Company expects to incur losses unless and until such time as the Company's existing project commences commercial production and generates sufficient revenues to fund continuing operations. The development of the Company's existing project will require the commitment of substantial resources to conduct the time-consuming exploration and development of properties. There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

Title Risks

The Company has exercised commercially reasonable due diligence in investigating titles and the applicable law with respect to zinc and lead resource property in Poland. The Company's Polish legal counsel has confirmed that the Company holds a valid exploration concession and that it has taken the appropriate steps in acquiring its rights to explore its Polish property. If exploration warrants, exploitation of the concession under a mining license, subject to compliance with Poland's legal requirements, will occur in the normal course. However, the Company cannot guarantee that its rights and interests in the property will not be challenged in some manner or subject to some competing third party in the future.

Title to the concession was granted to Rathdowney Polska by the Minister of Climate and Environment in Poland for exploring and prospecting for zinc and lead ores within the specified license area and, in respect of the license, an agreement on the establishment of mining usufruct ("right to the fruit of") was entered into between Rathdowney Polska and the State Treasury of Poland. The mining usufruct agreements provide Rathdowney Polska the exclusive right to use the specified space for the purpose of prospecting and exploring for lead and zinc ores.

Rathdowney Polska applied for the concession using certain historical geological information owned by the State Treasury and under Polish mining law, and it is possible that a third party might attempt to use the same information to apply for its own concession. Rathdowney Polska would oppose any attempt by a third party to obtain a concession on the grounds, among other things, that the grant of any such concession, and any activities pursuant thereto, would be a breach of Rathdowney Polska's rights pursuant to its usufruct agreements. Rathdowney Polska has signed an agreement for use of the geological information on its concession. Additionally, Rathdowney Polska submitted the geological documentation required (in addition to other legal requirements) for the subsequent granting of a concession for mineral exploitation to the Minister of Climate and Environment.

The geological documentation submitted by Rathdowney Polska to the Ministry of Climate and Environment was approved on July 30, 2014, and Rathdowney Polska had the exclusive right to apply for an exploitation concession for a period of five years after the approval for the area of geological documentation. Additionally, Rathdowney Polska had five years' priority over third parties to require the State Treasury of Poland to establish the exploitation mining usufruct right(s) for its benefit. Rathdowney submitted updated geological information as part of the normal course of applying for the extension of the agreement with the Ministry of Climate and Environment, and received approval for an amendment to the geological documentation on July 2, 2019. The Company had acquired rights to a concession outside of the area of geological documentation for five years and the Company applied for enlargement of the Zawiercie concession. On July 11, 2022, the Company received notice that the property renewal process was complete, and its area of interest incorporated into the Zawiercie concession, number 34/2010 / p.

Rathdowney Polska is the only party that can carry out further exploration work as it has the exclusive right to explore for lead and zinc pursuant to its mining usufruct agreements. However, the Company cannot guarantee that this right will not be challenged at some future date.

Permits and Licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits which may be required to carry out exploration and development of the Company's projects.

Additional Funding Requirements

Further development of the Company's projects will require additional capital. The Company currently does not have sufficient funds to develop the project it holds fully. In addition, a positive production decision at these projects or any other development projects acquired in the future would require significant capital for project engineering and construction. Accordingly, the continuing development of the Company's project will depend upon the Company's ability to obtain funding through debt or equity financings, the joint venturing of projects, or other means. There is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital.

Changes in Local Legislation or Regulation

The Company's mining and processing operations and exploration activities are subject to extensive laws and regulations governing the protection of the environment, exploration, development, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, mine and worker safety, protection of endangered and other special status species and other matters. The Company's ability to obtain permits and approvals and to successfully operate in particular communities may be adversely impacted by real or perceived detrimental events associated with the Company's activities or those of other mining companies affecting the environment, human health and safety of the surrounding communities.

Delays in obtaining or failure to obtain government permits and approvals may adversely affect the Company's operations, including its ability to explore or develop properties, commence production or continue operations. Failure to comply with applicable environmental and health and safety laws and regulations may result in injunctions, fines, suspension, or revocation of permits and other penalties. The costs and delays associated with compliance with these laws, regulations and permits could prevent the Company from proceeding with the development of a project or the operation or further development of a mine or increase the costs of development or production and may materially affect the Company's business adversely, results of operations or financial condition. The Company may also be held responsible for the costs of addressing contamination at the site of current or former activities or at third party sites. The Company could also be held liable for exposure to hazardous substances. At present, the Company is not aware of any contamination at the site by current or former exploration activities.

Environmental Matters

All of the Company's mining operations will be subject to environmental regulations, which can make operations expensive or prohibit them altogether.

The Company may be subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products that could occur as a result of its mineral exploration, development, and production.

The Company will, avail itself of industry standard environmental insurance as its development plans advance; however, to the extent the Company is subject to environmental liabilities, the payment of such liabilities or the costs that it may incur to remedy environmental pollution would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. If the Company is unable to remedy an environmental problem fully, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Company.

All of the Company's exploration, development and any production activities will be subject to regulation under one or more environmental laws and regulations. Many of the regulations will require the Company to obtain permits for its activities. The Company will be required to update and review its permits from time to time, and will be subject to environmental impact analyses and public review processes prior to approval of the additional activities. It is possible that future changes in applicable laws, regulations, and permits or changes in their enforcement or regulatory interpretation could have a significant impact on some portion of the Company's business, causing those activities to be economically re-evaluated at that time.

Groups Opposed to Mining May Interfere with the Company's Efforts to Explore and Develop its Property

Organizations opposed to mining may be active in the locales in which the Company conducts its exploration activities. Although the Company intends to comply with all environmental laws and maintain good relations with local communities, there is still the possibility that those opposed to mining will attempt to interfere with the development of the Company's property. Such interference could have an impact on the Company's ability to explore and develop its property in a manner that is most efficient or appropriate, or at all. Any such impact could have a material adverse effect on the Company's financial condition and the results of its operations.

Political Risk

The Company's operations are subject to political risks and governmental regulations. Poland has experienced economic or social instability from time to time. While it currently operates as a modern, parliamentary democracy, the future political, social and economic direction of the country and the impact that government decisions or social and economic circumstances may have on the Company's business is potentially uncertain. Any political, social, or economic instability in the country in which the Company currently operates could have a material and adverse effect on the Company's business and results of operations.

While the government of Poland has modernized its mining legislation and is generally considered by the Company to be mining friendly, no assurances can be provided that this will continue in the future. The possibility that current or future governments may adopt substantially different policies or take arbitrary action that might halt exploration, production, or extend to the nationalization of private assets or the cancellation of contracts, the cancellation of mining and exploration rights and/or changes in taxation treatment cannot be ruled out. The occurrence of any of these events could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

The Company does not carry political risk insurance.

Information Systems and Cyber-Security

The Company’s operations depend on information technology (“IT”) systems. These IT systems include the IT systems of HDI who provides technical, management and administrative services to the Company under the Services Agreement. These IT systems are used by us to store sensitive data in the ordinary course of our business, including personal information of our employees, as well as proprietary and confidential business information relating to ourselves and in some cases, our service providers, investors and other stakeholders. These IT systems could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyber-attacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft. The Company’s operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures and to address the threat of attacks. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company’s reputation and results of operations. There is a risk that the Company or HDSI may be subject to cyber-attacks or other information security breaches which could result in material loss to the Company and could severely damage our reputation, compromise our IT systems and result in a loss or escape of sensitive information, a misappropriation of assets or incidents of fraud, disrupt our normal operations, and cause us to incur additional time and expense to remediate and improve our information systems. While we employ security measures in respect of our information and data, we cannot be certain that we will be successful in securing this information and data and there may be instances where we are exposed to malware, cyber-attacks or other unauthorized access or use of our information and data. The Company’s risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature and sophistication of these cyber-attacks and potential security breaches. In addition, the Company is dependent on the efforts of HDSI to mitigate its IT systems from cyber-attacks and other information breaches. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority but may not ultimately defeat all potential attacks. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Market for Securities and Volatility of Share Price

There can be no assurance that an active trading market in the Company's securities will be established or sustained. The market price for the Company's securities is subject to wide fluctuations. Shares of the Company are suitable only for those who can afford to lose their investment. Factors such as announcements of exploration results, as well as market conditions in the industry or the economy as a whole, may have a significant adverse impact on the market price of the securities of the Company.

The stock market has from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operating performance of particular companies.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or of companies providing services to the Company or they may have significant shareholdings in other companies. Situations may arise where the directors and/or officers of the Company may be in competition with the Company. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

Currency Risk

The Company's expected future revenue, if any, will be in US dollars while some of its expenditures are in local Polish zloty currencies. Future capital raised by the Company from public offerings of securities will likely be in Canadian dollars. While all three currencies are highly rated by Rating Agencies, the Company is subject to the risk of foreign currency fluctuations, which are affected by a number of factors that are beyond the control of the Company.

These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. Foreign currency fluctuations may materially affect the Company's financial position and operating results. Currently, the Company has not hedged against fluctuations in exchange rates; however, it may do so at a later date.

Payment of Dividends Unlikely

There is no assurance that the Company will pay dividends on its shares in the near future. The Company will likely require all its funds to further the development of its business for the foreseeable future.

Lack of Revenue and a History of Operating Losses

The Company does not have any operational history or earnings and the Company has incurred net losses and negative cash flow from its operations since its incorporation. Although management of the Company hopes to generate revenues eventually, significant operating losses are to be anticipated for at least the next several years and possibly longer. To the extent that such expenses do not result in the creation of appropriate revenues, the Company's business may be materially adversely affected. It is not possible to forecast how the business of the Company will develop.

General Economic Conditions

Global financial markets have experienced a sharp increase in volatility during the last few years.

Market conditions and unexpected volatility or illiquidity in financial markets may adversely affect the prospects of the Company and the value of the Company's shares and consequently its ability to raise funds required for the furtherance of its project.