



MANAGEMENT DISCUSSION AND ANALYSIS

Three and Nine Months ended March 31, 2024

ABCOURT MINES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's discussion and analysis report ("MD&A") provides an analysis of our mining operating and exploration and evaluation results, as well as of our financial position that enables the reader to assess material changes in exploration, evaluation, and financial position results of Abcourt Mines Inc. (the "Company") for the quarter ended March 31, 2024 compared to the quarter of the same period of the previous year. This MD&A supplements our unaudited financial statements and should be read in conjunction with our annual financial statements for the year ended June 30, 2023 which have been prepared in accordance with International Financial Reporting Standards. All monetary values in this MD&A are expressed in Canadian dollars, unless otherwise indicated. Our financial statements and this MD&A are intended to provide investors with a reasonable basis for evaluating our exploration, evaluation and operating results and our financial position.

This MD&A is dated as of May 29, 2024 and contains updated information, unless indicated otherwise. You are invited to review the Company's profile on SEDAR+ at www.sedarplus.ca, where you will find all the documents filed pursuant to the applicable Canadian securities laws as well as our website: www.abcourt.com where additional information will be found.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements relating in particular to the anticipated development of the future operations of the Company as well as to other events or conditions likely to occur or to arise subsequently. Forward-looking statements are statements about future events that involve inherent uncertainties. The Company's actual results and other future events or conditions could therefore differ materially from those set forth in the forward-looking statements due to a number of risks, uncertainties and other factors. The management of the Company is of the opinion that the expectations set forth in these statements are reasonable, but cannot give any guarantee that they will prove to be justified. You should not place undue reliance on forward-looking statements as the plans, intentions or expectations on which they are based may not materialize.

HIGHLIGHTS FOR THE QUARTER AS AT MARCH 31, 2024

- Exploration expenses for the quarter totalled \$1,765,615, incurred mainly on the Sleeping Giant property for the underground drilling campaign amounting approximately to \$1,709,229.
- Following the work carried out during the quarter, the Company confirm a second gold mineralized zone East of the Flordin deposit toward the Cartwright deposit in the Lebel-sur-Quévillon region, 100% owned by Abcourt.
- The Corporation carried out 1,096 meters of definition and exploration drilling on the 4 upper levels of the mine in order to refine the geological model on these levels and plan the mining development engineering.
- Since the restart of the Sleeping Giant processing plant in February 2024 and until the end of the quarter, the Corporation has processed 2,325 tonnes of mineralized material from the Pershing-Manitou deposit and a total of 2,821 tonnes since November 2023. As of March 31, 2024, approximately 2,200 tonnes of material remain to complete the processing of the bulk sampling of the Pershing-Manitou deposit. A reconciliation of the contents will be carried out when the 5,000

tonnes will have been fully processed. The Corporation has mandated an independent firm specializing in metallurgy to supervise the milling campaign for Pershing-Manitou mineralized material and to reconcile the milled grades with the grades of the extracted mineral resources.

- On March 12, 2024, the Corporation announced a non-brokered private placement of up to 100,000,000 units at a price of \$0.05 per unit for anticipated total gross proceeds of up to \$5,000,000. It is anticipated that the net proceeds of the Offering will be used to advance the development and exploration activities of the Sleeping Giant gold project in the Abitibi greenstone belt of Quebec, as well as for working capital and general corporate needs of the Corporation.
- Following the private placement, one of the directors of the Corporation, François Mestrallet, will become a dominant shareholder of the Corporation (as this term is defined in the policies of the TSX Venture Exchange).
- On March 26, 2024, the Corporation completed a first tranche of the private placement for gross proceeds of \$1,436,234, representing 28,724,688 units at a price of \$0.05 per unit. Each unit consists of one class “B” common share of the Corporation and one common share purchase warrant, each warrant entitling its holder to subscribe for one common share at an exercise price of 0.06 \$ for a period of 3 years from the date of issue of the warrant.
- A net loss for the quarter of \$2,892,142, or a loss per share of \$0.01, compared to a net income of \$1,471,857 or net income per share of \$0.00, for the same period in 2023.
- Cash of \$1,016,408 as of March 31, 2024, compared to \$963,974 as of June 30, 2023. Working capital of \$(4,788,700) compared to \$(4,476,223) as of June 30, 2023.

STRATEGY AND OUTLOOK

The objectives for the 2024 fiscal year are:

- Processing of the 5,000 tonnes bulk sample from the Pershing-Manitou site;
- Hiring personnel required for the development of Sleeping Giant;
- Abcourt plans to extract, process and sell mineralized material from the upper levels of the Sleeping Giant project to support underground drilling;
- The Company plans to publish an MRE following drilling to convert inferred resources into indicated resources to support a pre-feasibility study;
- Implementation of a real communication plan to make our projects internationally known.

WORK COMPLETED ON THE MINING PROPERTIES

Flordin Property

The Flordin property is located approximately 25 kilometers north of Lebel-sur-Quévillon and is 100% owned by Abcourt. It consists of 25 cells which cover 976 hectares (5.9 km²). In 2011, the project was re-evaluated by Cadiscor Resources with a view to open-pit mining. The resource calculation prepared by the firm InnovExplo inc. cannot be published because Abcourt does not consider this study to be current.

Three-month period ended March 31, 2024

The Company confirm a second gold mineralized zone East of the Flordin deposit toward the Cartwright deposit 100% owned by Abcourt

- A petrographic study confirms the presence of gold grains in the pyrite. These gold grains would be associated with the second phase of pyrite crystallization.
- Compilation work has shown that the gold is not only contained in quartz veins and veinlets but also in sheared and altered zones, which are mineralized in disseminated pyrite
- The historical hole S-158 published in 1988 by Cambior Inc. intersected 3 g/t gold over 16 m in an altered, pyrite-mineralized zone without quartz veins (south zone).
- The compilation work allows us to assume that the southern zone continues beyond the Flordin deposit and is continuous to the Cartwright deposit on the Flordin property.

The compilation work completed during the quarter shows that our drill results announced in 2023 are not isolated. These are possibly the expression of the continuity of the southern area of the Flordin deposit which connects to the Cartwright deposit, located on the Flordin property. Fieldwork in 2024 will focus on finding zones of pyrite mineralized alteration and not just looking for quartz veins. This work will allow us to better target the next areas that will be followed up by drilling, with the aim of increasing the number of ounces of gold available on our Lebel-sur-Quévillon properties.

Nine-month period ended March 31, 2024

In November 2023, the Company carried out a drilling program on the property, the results of which are presented below. A total of 1,512 metres of drilling (8 holes) were completed in the fall of 2023 in the eastern sector of the property. The main objective of this drilling campaign was to validate and confirm the presence of new near-surface high-grade gold zones, identified by drill hole FL-18-254 during the drilling campaign carried out in 2018.

A new gold zone is identified on the Flordin property:

- The mineralization is characterized by two parallel structures 4 m thick and 8 m apart;
- The type of mineralization is different from that previously observed on the property and is characterized by disseminated sulphides in sheared and altered basalt;
- The zones are located very close to the surface, less than 50 m vertically;
- The continuity of these structures was confirmed over more than 200 m.

The following table presents the best gold intersections obtained during the 2023 drilling campaign on the Flordin property. #DDH

#DDH	From (m)	To (m)	Thickness (m)	Grade(g/t)
FL-23-265	36	40	4.0	3.58
FL-23-265	48	52	4.0	14.79
Including	49	50	1.0	33.1
Including	50	51	1.0	20.4
FL-23-267	105	106	1.0	6.19
FL-23-269	15	19	4.0	1.91
FL-23-270	67	71	4.0	2.30
FL-23-271	69,5	73	3.5	1.51

Drill hole FL-23 -265 intersected two mineralized gold zones within an interval of 36 to 52 m. The first mineralized zone returned 3.58 g/t gold over 4 m from 36 to 40 m, and the second returned 14.79 g/t gold over 4 m from 48 to 52 m. The mineralization consists mainly of fine cubic pyrite disseminated in a sheared, strongly hematized and ankeritized basalt. This style of mineralization does not appear to be associated with tensioned and boudinated quartz-carbonate veins and veinlets which are recognized as the main component of the gold mineralization contained in the Flordin deposit (1,530,000 tonnes measured and indicated at a grade of 2 .15 g/t gold for a total of 107,000 ounces, published on June 29, 2023 in a technical report from InnovExplo, entitled NI 43-101 Technical Report and Mineral Resource Estimate for the Flordin Project, Quebec, Canada, available on SEDAR+).

Other drillings carried out on either side of drill hole FL-23-265 confirmed the lateral continuity of the mineralization over more than 200 meters. The confirmation of the lateral continuity of the mineralized zone is encouraging for possible drill holes at greater depth. The high-grade gold intersection obtained in drill hole FL-23-265 is among the most significant ever reported on the Flordin property with a metal factor of 59 (grade X thickness).

The drilling work carried out in 2023 as well as the new petrographic study, carried out on various mineralized intersections (20 thin-polished sections, examined by Lucie Mathieu, Ph.D., P.Geo. of Consultation GEOX inc.) confirm that gold mineralization is not only associated with the presence of quartz veins and veinlets. Indeed, the best gold intersections obtained during the recent drilling campaign indicate that gold is included in disseminated pyrite zones located in sheared and altered basalt.

Compilation work carried out in recent months has highlighted a style of gold mineralization associated with sheared, altered and disseminated pyrite mineralized zones. This style of mineralization may have been underestimated and underexplored in the past. Already in 1936, Bartlett J. mentioned the Cartwright deposit: "It is possible that a good part of the work was misdirected in view of the particular distribution of gold". According to observations at the time, "gold would be exclusively concentrated in a silicified and carbonated rock of pale brown to beige color often reddish, containing up to 5% fine pyrite. Generally, this type of rock occupied the wall walls of a sterile quartz vein". However, sampling seems to have been mainly concentrated on quartz veins. With the more recent work carried out in 1981-82 by the Sullivan Mining Group, J. Gauthier, P.Eng. mentions that: "The Cartwright zone is an interesting gold potential. During the work from 1935 to 1941, it seems that the importance of the altered and mineralized zones without quartz veins was not understood. As a result, several altered and mineralized footwall were not sampled". In addition, Dalhousie

Oil Corp. drill holes in 1978 showed that there were economic gold zones without quartz veins. This type of mineralization has also been recognized on the main Flordin deposit.

The drill holes drilled in 1988 by Cambior, B. Perrier, P.Geo. state: "Gold mineralization is generally associated with quartz veins or veinlets. These veins are usually stretched, swollen and locally brecciated, but they are not always ubiquitous. Several typical bands without quartz injections contain gold, especially in the southern zone (S-158)". Hole S-158 is located at the eastern end of the Flordin deposit and intersected from 362.5 to 378.5 meters a lithology described as consisting of "magnetic mafic bands, strongly altered and mineralized, brecciated, carbonatized, hematized and mineralized in fine disseminated pyrite". The mineralized intersection of hole S-158 returned more than 3 g/t gold over 16 meters. The compilation work has allowed us to confirm that the Company's recent drill holes completed in 2023 have intersected this style of mineralization. Indeed, the geological similarities observed in drilling, combined with historical data, confirm the possible continuity of the southern zone in the area of recent drilling. The southern zone could be connected to the Cartwright deposit. It should be noted that the 2011 work carried out by North American Palladium confirms this hypothesis. The following note is from the report by T. Birkett, P.Eng.: "Drilling between the Flordin deposit and the Cartwright zone to investigate the continuity of the mineralized zones between these two areas has returned good grades and shows numerous intersections above 1 g/t gold as well as several values above 5 g/t gold. These results establish continuity between the mineralized zones of the Flordin deposit and those of Cartwright". Verification of the description of the 2011 drill holes confirms that the gold values are contained in pyritic bands associated with reddish-brown sheared and weathered rocks. It is this type of gold mineralization that also characterizes the southern zone of the Flordin deposit and those intersected by the 2023 drilling.

In 1987, Sullivan Mining Group extracted more than 5,174 tonnes of ore from Zone B of the Flordin deposit from an underground access ramp. The mineralized material was sent to a processing plant in the area. The ore recovery rate for the time was 91.7% with a final grade of 2.51 g/t gold. This demonstrates that the ore from the Flordin deposit is economically recoverable and non-refractory at the mill.

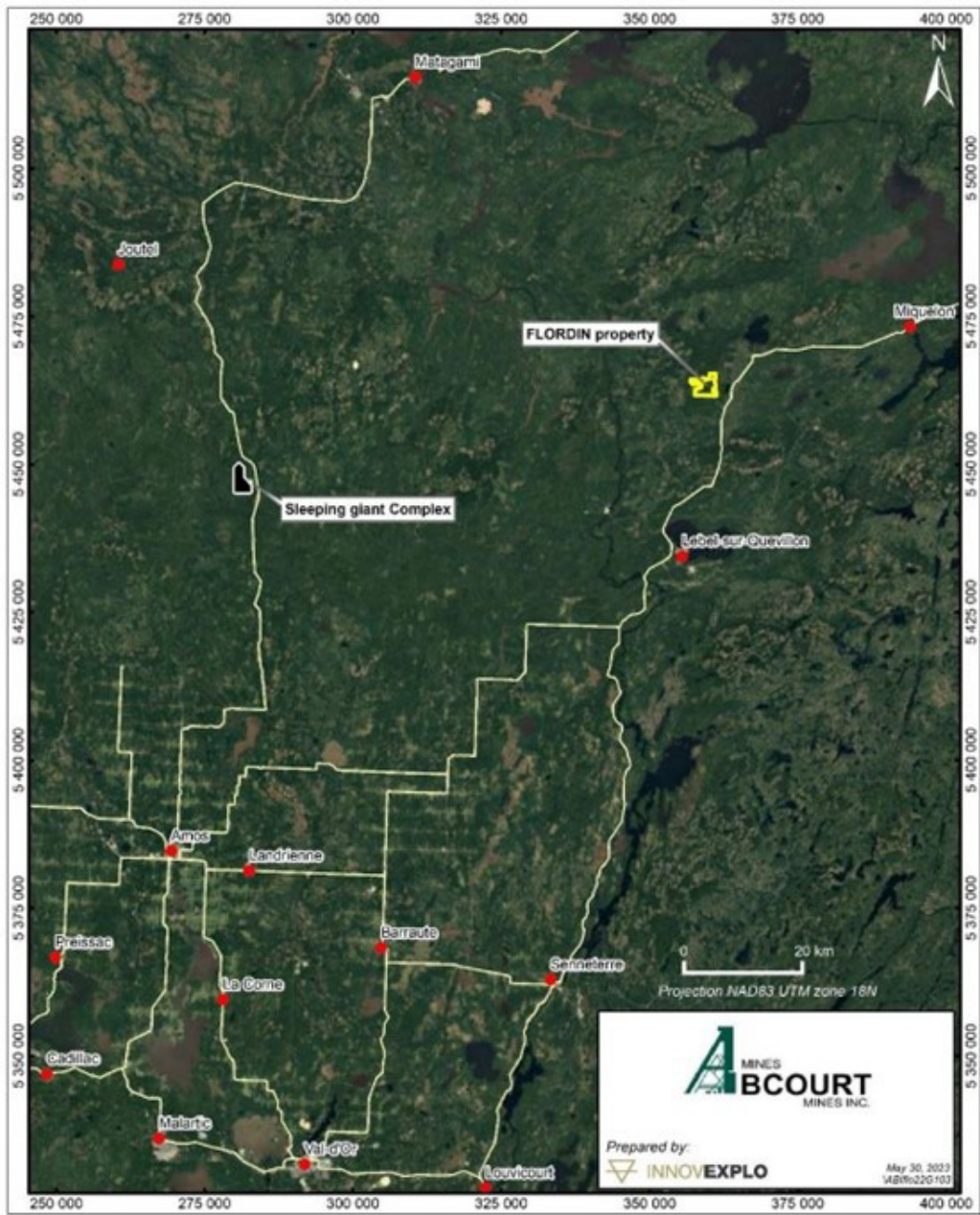


Figure 1 : General Location Map

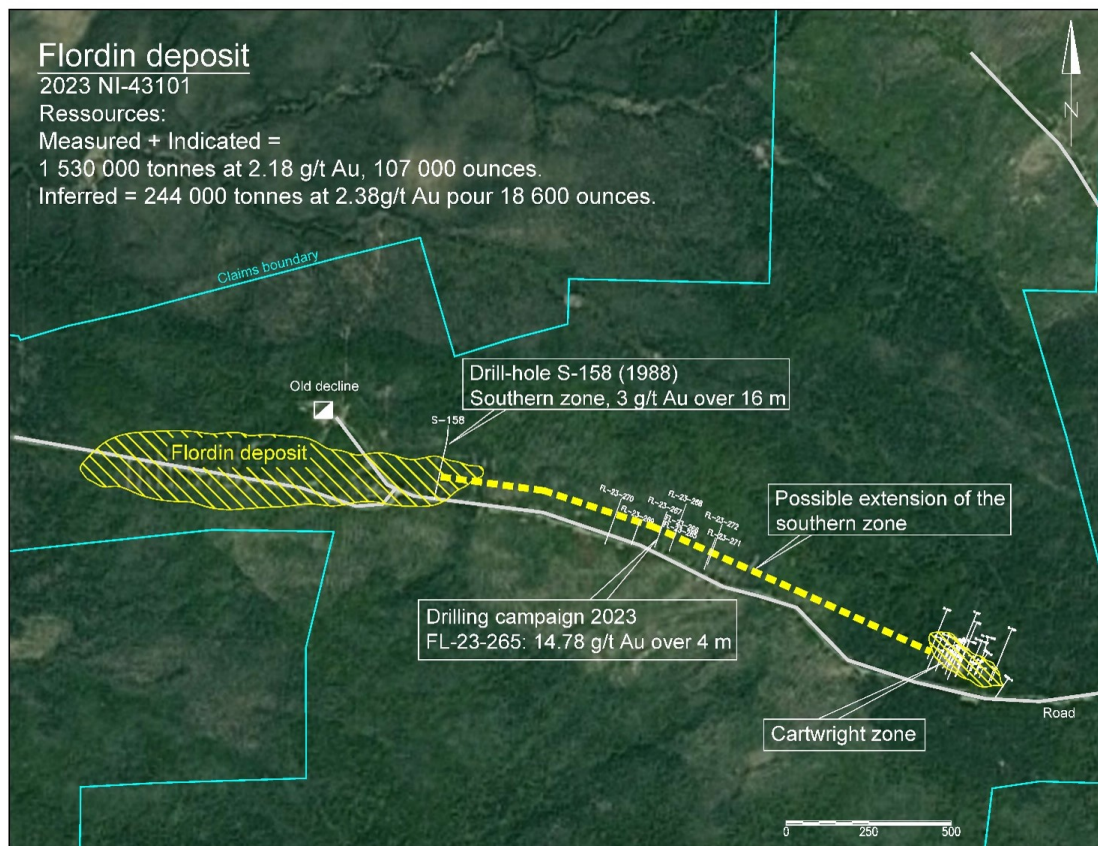


Figure 2: Location of the works, Flordin property

Petrographic work carried out by GEOX Consulting Inc. confirms that the gold mineralization is contained in a sheared basalt, and that the gold grains are located exclusively in the outer part of the pyrites (second sulfurization phase). It is possible that part of the magnetite has been sulfurized, leading to gold precipitation. Pyrite is the result of at least two sulfurization episodes: 1) development of the silicate-inclusion-rich core of the pyrite; followed by 2) crystallization of the inclusion-poor outer part of the pyrite, which contains the gold grains. All the gold grains observed in thin sections are located in the magnetite and silicate-inclusion-poor outer part of the pyrite. The size of the gold grains observed varies from 10 to 100 microns. Microprobe analyses will soon be carried out in collaboration with GEOX Consulting to characterize the association of gold and pyrite with other metals.

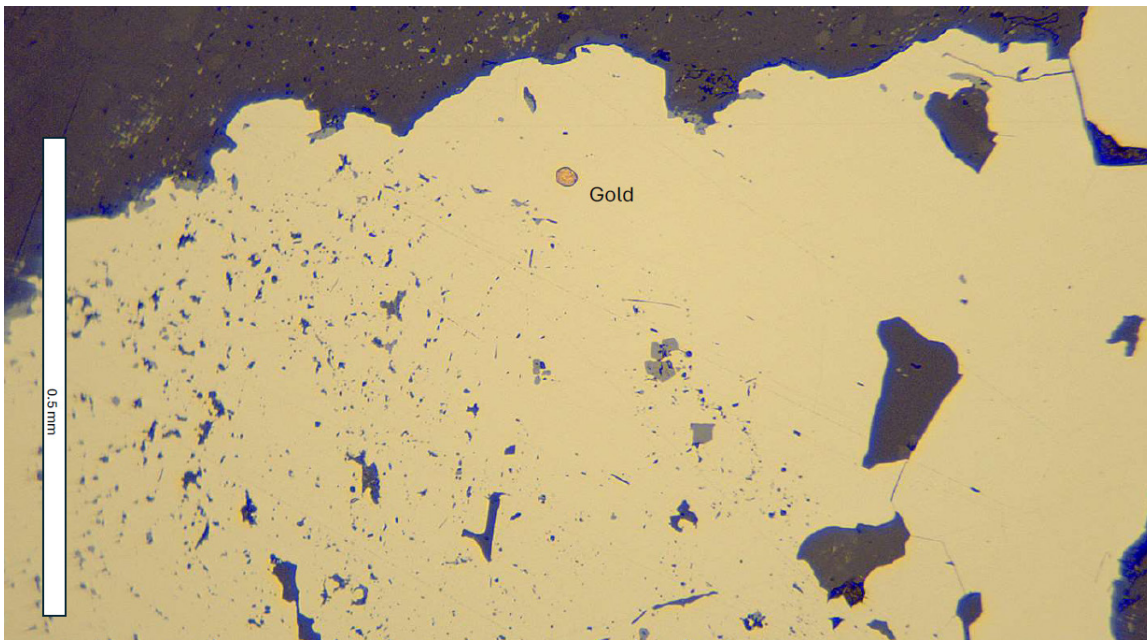


Figure 3. Pyrite grain observed in reflected light (petrographic microscope).

Note the inclusion-rich core (silicates and magnetite) of pyrite and its poor outer part in inclusions and containing a grain of gold

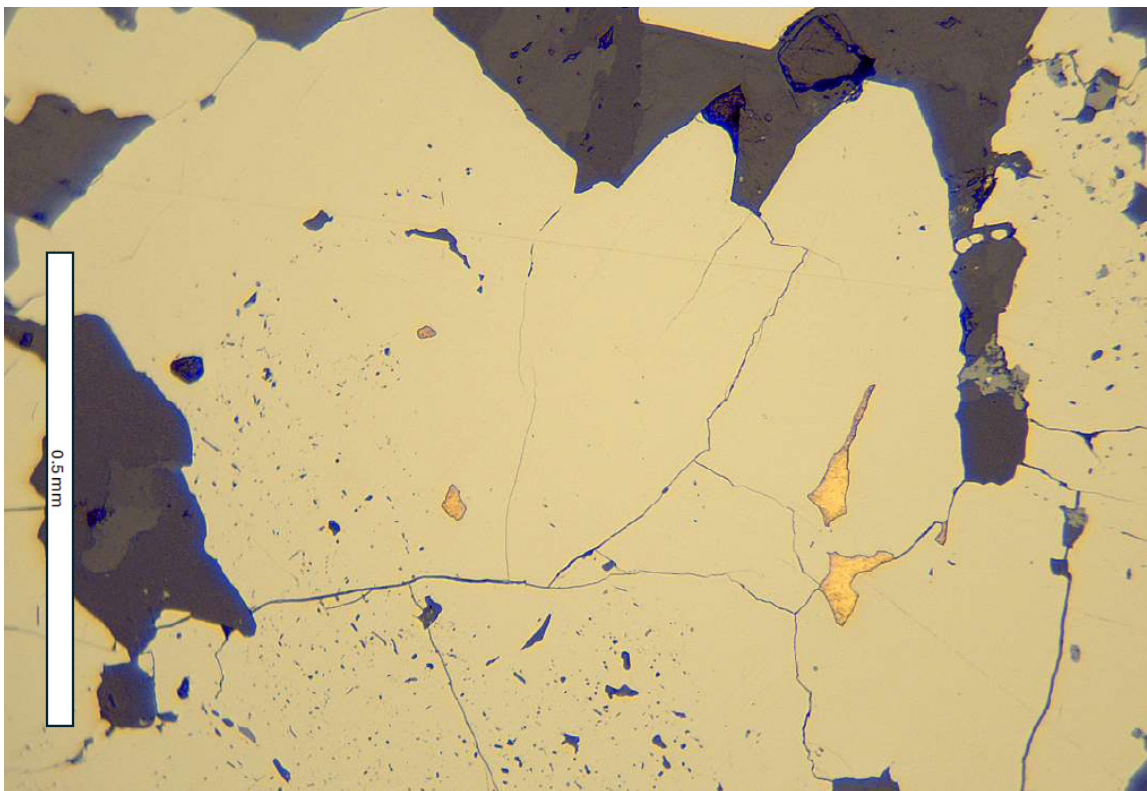


Figure 4. Plusieurs grains d'or dans la partie externe, pauvres en inclusions, de la pyrite.

Sleeping Giant Property

The Sleeping Giant mine (the property) is located halfway between Amos and Matagami, in Abitibi, Quebec, in the territory covered by the Quebec government's northern plan. It consists of four (4) mining leases and forty (40) cells adjacent to the mine and is 100% owned by the Company.

Among the assets on the property is the mill with a processing capacity of 700 to 750 tonnes of ore per day, or approximately 250,000 tonnes per year. The process used is that of carbon in the pulp. There is also a pulp management facility from the mill, as well as underground infrastructure including two shafts, adjoining galleries, a mechanical workshop, offices, a store, drying rooms, mining equipment, surface facilities, and a large parts inventory.

Three-month period ended March 31, 2024

During the quarter, the Company drilled 832 metres. At the date of this report, drilling results for the quarter were not available.

Nine-month period ended March 31, 2024

During the period, the Company carried out 1,096 metres of definition and exploration drilling on the upper 4 levels of the mine in order to refine the geological model on these levels and plan mine development.

See below for details of the first drilling results from December 2023, published in January 2024. The objective of this start of the campaign is to clearly define the first mineralized zones which will be sent to the mill.

Drill hole 29-266 targeting the western extension of the site intersected several mineralized gold zones in an interval of 54.9 to 91.5 m. According to the first results received, the main mineralized zones are:

- **14.35 g/t gold over 1.3 m from 63.9 to 65.2 m,**
- **15.67 g/t gold over 3.21 m from 88.3 to 91.5 m**
 - **Including: 29.29 g/t gold over 0.5 m from 88.3 to 88.8 m and 66.92 g/t gold over 0.5 m from 91 to 91.5 m.**

Table 1: Main underground drilling results from the Sleeping Giant mine

#DDH	From (m)	To (m)	Thickness (m)	Grade (g/t)
29-266	54.9	55.4	0.5	4.59
29-266	63.9	65.2	1.3	14.35
29-266	74.7	75.2	0.5	3.18
29-266	76.7	77.5	0.8	3.74
29-266	85.0	86.0	1.0	3.85
29-266	88.3	91.5	3.2	15.67
including	88.3	88.8	0.5	29.29
including	91.0	91.5	0.5	66.92

These results show the extension of the mineralized veins observed in the sublevels towards the west and confirm the observations and mapping of the veins underground.

Courville Property (Pershing-Manitou Project)

The Pershing-Manitou project is located in the province of Quebec, Canada, more precisely in the Abitibi region, approximately 76 km southeast of the town of Amos and 65 km northeast of the town from Val-d'Or.

The current Pershing-Manitou project area includes a single concession covering an area of 40.00 hectares. The concession is part of the Courville property, which itself includes 322 contiguous concessions covering an area of 12,307.55 hectares. The Courville property is 100% owned by the Company.

Three- and nine-month periods ended March 31, 2024

During the months of August to September 2023, the Company transported the mineralized material extracted from the Pershing-Manitou pit for the production of a 5,000 tonnes bulk sample to the Sleeping Giant mill.

During the quarter, the Company milled 2,325 tonnes of mineralized material from the Pershing-Manitou deposit and a total of 2,821 tonnes since November 2023. As at March 31, 2024, approximately 2,200 tonnes of material remain to complete the milling of the bulk sample from the Pershing-Manitou deposit. The grade reconciliation will be completed once the 5,000 tonnes are all processed.

MAIN CONSOLIDATED FINANCIAL AND OPERATIONAL DATA

	March 31, 2024 3 months	March 31, 2023 3 months	Change	March 31, 2024 9 months	March 31, 2023 9 months	Change
Revenues (\$)	8,303	498,742	-98%	263,303	7,014,583	-96%
Costs of sales (\$)	-	(46,022)	-100%	-	4,278,362	-100%
Gross margin (\$)	8,303	544,764	-98%	263,303	2,736,221	-90%
Expenses (\$)						
Administration	776,367	472,388	64%	2,657,981	1,503,109	84%
Care and Maintenance	239,844	1,453,562	-83%	2,039,385	3,105,976	-34%
Exploration and evaluation	1,765,615	(3,055,259)	158%	4,043,679	(4,420,139)	191%
	2,781,826	(1,129,309)		8,741,045	188,946	
Operating earnings (\$)	(2,773,523)	1,674,073		(8,477,742)	2,547,275	
Cash from operating activities, after changes in non-cash working capital items (\$)	(3,482,833)	2,491,321		(8,371,953)	2,089,117	
Cash flows from financing activities	2,526,815	(172,818)		4,730,094	975,434	
Cash flows from investing activities	720,988	(47,865)		3,694,292	(456,566)	
Basic earnings per share (\$)	(0.01)	0.00		(0.02)	0.01	
Diluted earnings per share (\$)	(0.01)	0.00		(0.02)	0.01	
Cash (\$)	1,016,408	3,328,497				
Working capital (\$)	(4,788,700)	(1,728,449)				
Total assets (\$)	14,212,989	14,324,403				
Non-current liabilities (\$)	12,269,531	7,341,602				
Equity (\$)	(6,036,283)	504,674				
Revenue from gold and silver sales (\$)	-	486,742		-	6,925,201	
Sale of gold from the Sleeping Giant property classified as exploration and evaluation expenses in the consolidated statement of comprehensive income	-	5,724,356		-	6,026,626	
	-	6,211,080		-	12,951,827	
Ounces of gold sold		2,394		-	5,290	
Average realized price per ounce (\$)		2,594		-	2,448	
Average realized price per ounce (US\$)		1,926		-	1,832	
Average exchange rate CAN\$ / US\$		1.35		-	1.34	

REVIEW OF CONSOLIDATED FINANCIAL RESULTS

Quarter Ended March 31, 2024

No sales of gold for the quarter ended March 31, 2024. For the period ended March 31, 2023, revenues from gold sales totalled \$486,724. These revenues resulted from the sale of the ounces gold recovered from the mill cleanup at the Sleeping Giant site and attributable to historical production at the Elder mine. As at March 31, 2023, the Company had sold approximately 190 ounces of gold at an average realized price of \$2,594 (US\$1,926) per ounce, which are presented in revenues in the consolidated statement of comprehensive income. In total, the Company sold 2,394 ounces of gold at an average realized price of \$2,597 (US\$1,926) per ounce. Of these ounces, approximately 2,204 ounces of gold, or approximately \$5,724,356, came from historical production at the Sleeping Giant mine, and were presented in the exploration and evaluation expenses in the consolidated statement of comprehensive income.

Administration costs consist of the following elements:

	March 31, 2024 3 months \$	March 31, 2023 3 months \$
Professional fees	41,085	52,754
Interest and penalties on taxes	33,999	19,822
Interest and bank fees	5,523	5,934
Salary and benefits	219,185	202,528
Insurances	57,796	12,263
Office expenses	42,530	39,113
Shareholders and investors relations	187,967	115,096
Share-based compensation	44,301	-
Amortization of property, plant and equipment	40,554	24,878
Change to estimates for the impaired mining asset	103,427	-
	<u>776,367</u>	<u>472,388</u>

Administrative expenses amounted to \$776,367 during the quarter, compared to \$472,388 for the quarter ended March 31, 2023, an increase of \$303,979. The increase is mainly attributable to the adjustment of the provision for restoration of the impaired mining assets and the Shareholders and investors relations. During the quarter, the Company revised the restoration costs for the Elder mine site, which was fully impaired in 2022. The Company ceased operations at the Elder mine in 2022. Restoration costs estimated by the Company for the site rose from \$497,572 to \$601,019, an increase of \$103,427. Investor relations expenses increased by approximately \$73,000, due in part to costs incurred during the quarter for the special shareholder meeting scheduled for April 2024.

During the quarter, care and maintenance expenses at the Elder, Abcourt Barvue and Sleeping Giant sites amounted to \$239,844, compared to \$1,453,562 for the same period in 2023, a decrease of \$1,213,718. The decrease in costs for the quarter, compared to the same period in 2023, is explained by the reallocation of the Company's resources from care and maintenance on the Sleeping Giant property to the ongoing drilling program on this property. These expenditures were accounted for in the exploration and evaluation expenses in the interim consolidated statement of comprehensive income.

During the quarters ended March 31, 2024 and 2023, the Company carried out exploration and evaluation work on the following properties:

	March 31, 2024	March 31, 2023
	3 months	3 months
	\$	\$
Sleeping Giant	1 709 229	(3 202 373)
Courville (Pershing-Manitou)	626 703	-
Flordin & Discovery	37 408	147 114
Mining rights and others	18 978	-
	2 392 318	(3 055 259)
Courville project expenses reclassified as in-circuit inventory as at March 31, 2024	(626 703)	-
Balance of exploration and evaluation expenses	1 765 615	(3 055 259)

During the quarter, exploration and evaluation expenses amounted to \$2,392,318, compared with \$(3,055,259) for the same period in 2023. During the quarter, the Company carried out a drilling program on the Sleeping Giant property. Following publication of the Preliminary Economic Assessment (PEA) in July 2023, the Company began a drilling program on the Sleeping Giant property to prepare an updated mineral resources estimate and further develop the mine's geological model. The Company plans to release a mineral resource estimate following drilling on the Sleeping Giant property to convert inferred resources to indicated resources in support of a pre-feasibility study that the Company expects to release at the end of calendar 2024. Expenditures on the Courville property relate to the bulk sampling of 5,000 tonnes, i.e., transportation and processing of the bulk sample. As for the Flordin property, the Company has carried out a petrographic study and compilation work, see detailed results section on work carried out on mining properties. During the same period in 2023, expenses incurred on the Sleeping Giant property are attributable to the costs of completing the Mineral Resource Estimate (MRE) and the PEA, as well as mill clean-up costs, less the amount of revenues generated by the sale of gold and silver from historical production on the Sleeping Giant property, which explains the credit balance.

The Company realized a net loss for the quarter of \$2,892,142, or a loss per share of \$0.01, compared to net earnings of \$1,471,857, or earnings per share of \$0.00, for the same period in 2023.

Cash flow from operating activities (after changes in non-cash working capital items) for the quarter was \$(3,482,833), compared to \$2,491,321 for the same period in 2023. The decrease in cash is attributable to the absence of revenues during the quarter.

As at March 31, 2024, a negative working capital of \$4,788,700, compared to negative working capital of \$4,476,223 as at June 30, 2023. Since June 30, 2023, working capital has deteriorated slightly, since despite the increase in cash, current liabilities consisting mainly of accounts payable and accrued liabilities remain high, affecting downward working capital.

Nine-month period ended March 31, 2024

For the nine-month period, revenues totalled \$263,303, down 96% from the same period in 2023. Revenues for the period consisted solely of sales of waste. For the nine-month period ended March 31, 2023, revenues totalled \$7,014,583. Sales for the similar period in 2023 consisted primarily of sales of gold and silver.

Cost of sales for the nine-month period ended March 31, 2023 totalled \$4,278,362; cost of sales was nil as at March 31, 2024. Cost of sales for the nine-month period ended March 31, 2023 are the cost of recovering the gold and silver ounces in circuit at the mill.

Administration costs consist of the following elements:

	March 31, 2024 9 months \$	March 31, 2023 9 months \$
Professional fees	550,833	337,993
Interest and penalties on taxes	112,132	77,843
Interest and bank fees	19,102	34,625
Salaries and benefits	900,240	595,044
Insurances	104,621	29,893
Office expenses	119,539	89,139
Shareholders and investors relations	410,221	281,677
Share-based compensation	231,056	21,000
Amortization of property, plant and equipment	106,810	33,784
Change to estimates for the impaired mining asset	103,427	-
Impairment of property, plant and equipment	-	2,111
	<u>2,657,981</u>	<u>1,503,109</u>

Administrative expenses amounted to \$2,657,981 during the period, compared to \$1,503,109 for the same period in 2023, a significant increase of \$1,154,872 or 77%. The increase is mainly attributable to higher professional fees, salaries and benefits, stock-based compensation, the adjustment to the provision for restoration of impaired mining assets, and shareholders and investors relations expenses. The increase in professional fees is explained by legal fees, namely legal and expert fees in the case opposing the Company to Revenue Québec and relating to the claim for credits resource and the refundable mining duties for the 2011 to 2014 fiscal years. Salaries and benefits include management's annual bonus, which increases the expenses for the period. The increase in stock-based compensation is attributable to the granting during the period of 17,500,000 stock options to the Company's directors, officers, employees and investor relations consultants. During the quarter, the Company revised the Elder mine site restoration costs, which was fully impaired in 2022. The Company ceased operations at the Elder mine in 2022. Restoration costs estimated by the Company for the site rose from \$497,572 to \$601,019, an increase of \$103,427. The increase in the shareholder and investor relations expense is due to higher convention and investor conference expenses for the period.

For the nine-month period, care and maintenance expenses at the Company's three sites totalled \$2,039,385, compared with \$3,105,976 for the same period in 2023, a decrease of 34%. The decrease in costs for the period, compared with the same period in 2023, is explained by the reallocation of the Company's resources

from care and maintenance on the Sleeping Giant property to the ongoing drilling program on this property. These expenses were accounted as exploration and evaluation expenses in the interim consolidated statement of comprehensive income.

During the nine months ended March 31, 2024 and 2023, the Company carried out exploration and evaluation work on the following properties:

	March 31, 2024 9 months \$	March 31, 2023 9 months \$
Sleeping Giant	2,243,389	(4,764,882)
Courville (Pershing-Manitou)	1,728,180	-
Flordin & Discovery	629,600	344,743
Mining rights and others	69,213	-
	4,670,382	(4,420,139)
Courville project expenses reclassified as in-circuit inventory as at March 31, 2024	(626,703)	-
	4,043,679	(4,420,139)

For the nine-month period, exploration and evaluation expenses amounted to \$4,670,382, compared to (\$4,420,139) for the same period in 2023. For the same period in 2023, proceeds from the sale of the royalty as well as gold sales from the Sleeping Giant property are recorded in consolidated earnings under exploration and evaluation expenses, which explains why the total exploration and evaluation expenses for this period show a credit balance in the amount of (\$4,420,139) compared to expenses amounted \$4,043,679 in 2024. The increase in expenses is mainly attributable to the 5,000-tonne bulk sample taken at the Courville site (Pershing-Manitou) and consists of transportation and processing costs for the bulk sample. During the nine-month period, the Company carried out a drilling campaign on the Flordin and Sleeping Giant properties, which also explains the increase in exploration expenses on these properties.

The Company realized a net loss for nine months of \$8,692,837, or a loss per share of \$0.02, compared to a net earnings of \$2,215,683, or earnings per share of \$0.01, for the same period in 2023. Net income for the nine-month period ended March 31, 2023 is explained primarily by the low cost of sales, consisting mainly of costs for mill clean-up work and the sale of the royalty on the Sleeping Giant and Dormex properties, accounted as exploration expenses in the interim consolidated statement of comprehensive income for an amount net of transaction costs of \$2,479,742.

Cash flow from operating activities (after the change in non-cash working capital items) for the quarter was \$(8,371,953), compared to \$2,089,117 for the same period in 2023. The decrease in cash is attributable to the absence of revenues for the period.

FINANCING POSITION

	March 31 2024	June 30, 2023	Explanation of changes
Current assets	\$ 3,191,041	\$ 2,843,065	The increase in current assets is mainly attributable to the rise in inventories.
Non-current assets	11,021,948	14,557,818	The decrease in assets is attributable to the cashing-in of a portion of the financial guarantee following the agreement reached with an insurance company to provide bonding for the Company's environmental obligations to the Quebec government in connection with the Elder and Sleeping Giant mine sites. The Company received \$5,867,786, but was required to provide a cash guarantee representing 50% and then 70% of the financial guarantee, i.e. \$2,933,893 and, as at March 31, 2024, \$2,000,000.
Total assets	14,212,989	17,400,883	
Current liabilities	7,979,741	7,319,288	The increase in current liabilities is due to deferred income recognized in the amount of \$962,387, representing a gold pre-sale concluded with Auramet International Inc. during the quarter.
Non-current liabilities	12,269,531	11,949,531	The variation is explained by the increase in the provision for mine site restoration, due to the upward revision of estimated restoration costs for the Elder mine site.
Total liabilities	20,249,272	19,268,819	
Equity	(6,036,283)	(1,867,936)	Equity decreased is due to the increasing deficit.

CASH AND SOURCES OF FINANCING

The Company's strategy is based on achieving positive cash flows from operations to internally fund operating, capital and project development. Significant increases or decreases in the Company's liquidity and capital resources are primarily determined by the success or failure of the Company's operations, exploration and development programs and its ability to issue shares or obtain other sources of financing.

As at March 31, 2024, the Company had cash of \$1,016,408, compared to \$963,974 as at June 30, 2023.

Sources of equity financing

During the nine-month period ended March 31, 2024, the Company completed four tranches of a private placement consisting of a total of 64,503,750 units at a price of \$0.04 per unit. Each unit consisted of one Class « B » common share and one warrant. Each whole warrant entitles its holder to purchase one Class « B » common share at an exercise price of \$0.05 for a period of 3 years from the date of issuance of the warrant. The gross proceeds from this offering total an amount of \$2,580,150.

As part of the offering, the Company paid a cash commission of \$1,800 and issued 45,000 units to an intermediary. Each warrant entitles its holder to purchase one unit at an exercise price of \$0.05 for a period of 3 years from the date of issue of the warrant. Each unit is composed of one Class « B » common share and one warrant entitling its holder to purchase one Class « B » common share at the exercise price of \$0.05 for a period of 3 years from the date of issuance of the warrant.

The Company also issued 2,166,506 units in settlement in the amount of \$86,660.23 representing a 2% net smelter returns royalty payable on metallic minerals mined or otherwise recovered on the Sleeping Giant property during the last twelve months in accordance with the terms of a royalty agreement concluded in September 2022 with Maverix Metals Inc.

During the nine-month period ended March 31, 2024, the Company completed the first tranche of a private placement consisting of 28,724,688 units at a price of \$0.05 per unit. Each unit consisted of one Class « B » common share and one warrant. Each whole warrant entitles the holder to purchase one Class « B » common share at an exercise price of \$0.06 for a period of 3 years from the date of issue of the warrant. Gross proceeds from this offering total \$1,436,234.

Following the private placement, one of the directors of the Corporation, François Mestrallet, will become a dominant shareholder of the Corporation (as this term is defined in the policies of the TSX Venture Exchange).

CASH FLOWS

	March 31, 2024 3 months \$	March 31, 2023 3 months \$	March 31, 2024 9 months \$	March 31, 2023 9 months \$
Cash generated (used) by operating activities, after changes in non-cash working capital items	(3,482,833)	2,491,321	(8,371,953)	2,089,117
Cash flows from financing activities	2,526,815	(172,818)	4,730,094	975,434
Cash flows from investing activities	720,980	(47,865)	3,694,292	(456,566)
Increase (decrease) in cash	(235,037)	2,270,638	52,434	2,607,985
Cash, at the end of the quarter	1,016,408	3,328,497	1,016,408	3,328,497

Operating Activities

During the three- and nine-months period ended March 31, 2024, cash flow from operating activities used \$8.3M, which is due to the absence of revenues during the quarter.

Financing Activities

During the three- and nine-months period ended March 31, 2024, cash flow from financing activities generated \$4.7M following the issuance of common share units for a total amount of \$2.6M, less share issuance costs and the repayment of the long-term debt.

Investing Activities

During the three- and nine-months period ended March 31, 2024, cash flows related to investing activities generated cash in the amount of approximately \$3.7M from the receipt of the financial guarantee following the conclusion of an agreement with an insurance company to provide the security required from the Government of Quebec for the Company's environmental obligations for the Elder and Sleeping Giant mine sites, in accordance with the requirements of the restoration plans approved by the Government of Quebec.

OUTSTANDING SHARE CAPITAL

The following table shows the number of common shares, stock options, and warrants of the Company outstanding as of the date of this MD&A:

	As at May 29, 2024
Common shares issued	549,461,759
Stock options (weighted average exercise price: \$0.06)	26,497,600
Warrants (weighted average exercise price: \$0.10)	152,611,944
Warrants to intermediaries (average exercise price: \$0.15)	1,217,500

RELATED-PARTY TRANSACTIONS

Key management personnel of the Company are members of the Board, as well as the President and the Chief Financial Officer.

Key management remuneration is as follows:

	March 31, 2024		March 31, 2023	
	3 months	9 months	3 months	9 months
	\$	\$	\$	\$
Salaries and benefits	186,188	775,954	204,992	526,038
Share-based compensation	35,469	174,510	-	-
Total remuneration	<u>221,657</u>	<u>950,464</u>	<u>204,992</u>	<u>526,038</u>

Other Related-Party Transactions

In addition to the amounts listed in the note for the remuneration to senior officers, following are the related party transactions for the quarter:

	March 31, 2024		March 31, 2023	
	3 months	9 months	3 months	9 months
	\$	\$	\$	\$
Payment of a royalty (2% NSR on the Elder Property) to a company controlled by one of the directors of the Company (CEO and President of the Company as at April 15, 2022)	-	-	7,653	104,431
Professional fees with a firm in which one of the directors of the Company is a partner.	37,373	117,050	6,350	148,792

As at March 31, 2024, the amount due to related parties was \$107,723 (\$190,275 as at March 31, 2023). These transactions took place in the normal course of business and were measured at the exchange amount, which is the consideration established and agreed to by the parties. Unless otherwise stated, none of the transactions have special features or conditions, and no warranties have been given or received. Balances are generally settled in cash.

BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

The audited annual financial statements of the Company have been prepared by management in accordance with International Financial Reporting Standards (“IFRS”), as issued by the IASB and in accordance with IAS 34, Interim Financial Reporting.

For more information regarding accounting policies, please refer to Notes 4, 5 and 6 of the audited annual financial statements dated June 30, 2023.

BASIS OF VALUATION

The financial statements have been prepared using the historical cost method.

ADDITIONAL INFORMATION REQUIRED FROM A VENTURE ISSUER

The Company has no deferred costs other than mining properties and deferred exploration and evaluation costs.

The Company has no research and development expenses other than those relating to its mining activities.

OBLIGATIONS AND CONTRACTUAL COMMITMENTS

At as the date of this MD&A, the Company has the following commitments:

- Restoration of Elder and Sleeping Giant sites;
- Gold and silver sales contract with Auramet;
- Loan from Royal Bank of Canada;
- Financing of general insurance premiums and liability insurance.
- Letter of guarantee for the financial guarantee relating to the Company's environmental obligations for the Elder and Sleeping Giant mine sites.

Environment

The Company hired a consultant in July 2022 to define the long-term pulp deposition plan in its pulp storage cells at the Sleeping Giant mine. This deposition plan completed in the fall of 2023 will be used when updating reserves in 2024.

INFORMATION CONCERNING THE CAPITAL

In terms of capital management, the Company's objectives are to ensure the continuity of operations while maintaining ongoing exploration programs and the development of mining assets, to provide sufficient working capital to meet its current commitments and pursue possible investments.

RISK FACTORS

Risk factors are presented in note 21 of the annual financial statements for the year ended June 30, 2023.

CERTIFICATION

This MD&A has been reviewed by the Audit Committee and approved by the Board of Directors of the Company.

(s) Pascal Hamelin

Pascal Hamelin,
President and CEO

May 29, 2024