

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

1.1	DATE	2
1.2	OVERVIEW	2
1.3	SELECTED ANNUAL INFORMATION.....	6
1.4	SUMMARY OF QUARTERLY RESULTS	7
1.5	LIQUIDITY	8
1.6	CAPITAL RESOURCES	8
1.7	TRANSACTIONS WITH RELATED PARTIES	9
1.8	PROPOSED TRANSACTIONS AND OFF-BALANCE SHEET ARRANGEMENTS	9
1.9	CRITICAL ACCOUNTING ESTIMATES.....	10
1.10	MATERIAL ACCOUNTING POLICIES AND CHANGES IN MATERIAL ACCOUNTING POLICIES.....	10
1.11	FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS	10
1.12	ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE.....	12
1.13	DISCLOSURE OF OUTSTANDING SHARE DATA	12
1.14	OTHER INFORMATION	13

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

1.1 DATE

The effective date of this Management's Discussion and Analysis ("MD&A") is November 29, 2024.

The following MD&A is intended to assist the reader to assess material changes in financial condition and results of operations of Apex Resources Inc. ("Apex" or the "Company") as at September 30, 2024 and for the nine months then ended in comparison to the same period in 2023.

This MD&A should be read in conjunction with the unaudited interim consolidated financial statements and notes thereto as at and for the nine months ended September 30, 2024, and the audited financial statements and notes thereto as at and for the year ended December 31, 2023. All dollar figures herein are expressed in Canadian dollars, unless otherwise stated. Unless indicated otherwise, all financial data in this MD&A has been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

1.2 OVERVIEW

Apex Resources Inc. is a mineral exploration company which has a 100% interest in the Jersey Emerald Tungsten-Lead-Zinc Property and the Ore Hill Property, both located in southeastern British Columbia and holds an option to acquire the consolidated mineral rights of the Lithium Creek Project in Nevada, USA.

Lithium Creek Property, Nevada, USA

The Lithium Creek Project (the "Project") is located in the Hot Springs Mountains in the northwestern portion of Nevada, USA, approximately 32 kilometers (km) northeast of the city of Fernley. The Project area includes historic artisanal brine evaporation operations and unpaved dirt roads and is adjacent to Interstate and State Highways, a railroad, and operating geothermal power facilities.

The Project consists of mining claim blocks covering an area of approximately 8,240 acres in the Fernley, Carson and Humboldt Sinks.

The Lithium Creek Project is an early-stage exploration project that warrants further characterization work. As is typical of an early-stage exploration project, available data is limited. However, due to the regional setting, some information from academic, government, and geothermal exploration companies is available in the public domain. Initial geological work conducted on the Project included surveying, sampling and the preparation of a technical report that describes the Project.

The Company plans to initiate an exploration program on the Project that includes geophysics including MT survey to define geological setting, surface water and lithology sampling and development of preliminary geologic model.

Jersey Emerald Property, BC, Canada

The Company holds a 100% interest in the Jersey Claim Group located near Salmo, B.C. The property is comprised of the original 28 crown granted mineral claims, four 2-post claims and 80 mineral units acquired by option in 1993 and several additional properties acquired by staking or by option.

The property is host to the former Jersey and Emerald lead-zinc-silver mines and the Emerald, Dodger, and Invincible tungsten mines operated by Canadian Exploration Ltd. a wholly owned subsidiary of Placer Development Ltd. from 1947 to 1973. Over the mine life 7,968,080 tons of lead-zinc ore grading 1.95% Pb

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

and 3.83% Zn, and 1,597,802 tons of tungsten ore grading 0.76% WO₃ were mined and milled. The property is subject to various NSRs associated with the claims. In particular, the Jersey Property is subject to a 3.0% NSR that can be reduced to 1.5% by making payments of \$500,000 and issuing 50,000 common shares. Annual advance royalty payments of \$50,000 were to commence in October 2000 but amendments to the agreement extended the commencement of these royalty payments to October 2013.

In September 2021, Apex filed an updated resource estimate for the Jersey-Emerald tungsten deposit. The study was a total deposit resource that included the Emerald, East Emerald, Invincible, Dodger, East Dodger and Dodger 4200 tungsten zones. The results of the study confirm a significant tungsten (WO₃) resource on the property with associated gold and molybdenum. The report shows an Indicated Resource of 1,472,803 tonnes at a grade of 0.173% WO₃, 0.050g/t Au and 0.021% Mo. There is an additional Inferred Resource of 5,128,045 tonnes at a grade of 0.227% WO₃, 0.081g/t Au and 0.026% Mo.

The report concludes that the mineral resource estimate warrants further exploration to upgrade the classification of known zones. A two phase \$1.2M work program is recommended to infill the WO₃ mineralized zones, potentially add to the associated Mo and Au zones and to better define the remaining Pb-Zn mineralization. The updated Technical Report was prepared by Sue Bird, P.Eng., a geological engineer with Moose Mountain Technical Services. Sue Bird is a Qualified Person as defined in National Instrument 43-101 Standards of Disclosure for Mineral Projects.

Apex is seeking a JV partner to assist with the development of the Jersey-Emerald property.

Ore Hill Property, BC, Canada

The Ore Hill Property is located in southern BC, 45 km south of Nelson and 10 km southeast of Salmo. The 2,000 hectare property overlies the southern portion of the 10 kilometre long Sheep Creek Gold Camp and covers the historic Ore Hill, Summit and Bonanza mines. The high-grade gold camp was discovered in 1896 and the Ore Hill and Summit deposits were later discovered in 1901. The Sheep Creek Camp belongs to the Low Sulfidation Orogenic Gold Deposit classification similar to the Barkerville Gold Camp. The deposits consist of gold bearing quartz veins containing minor amounts of pyrite, sphalerite and galena.

The Ore Hill Property overlies several polymetallic, gold-bearing quartz veins that have been explored with nine adits and over 1,200 metres of underground development. Between 1906 and 1940, intermittent production from the Summit and Ore Hill Mines produced 115,671 grams of gold, 202,307 grams of silver, 93,985 kilograms of lead and 88,639 kilograms of zinc from 1,792 tonnes of milled ore (BC Minfiles 82FSW054 & 082FSW053).

Veins in the Sheep Creek Gold District are high-grade, steeply dipping, sub-parallel, low-sulfide quartz veins. Individual veins average approximately 1 metre in width and were mined over strike lengths of up to 550 metres and up to 500 metre depths. Vein widths tend to increase with depth while gold grades decrease with depth.

There are two known styles of mineralization on the Ore Hill Property: narrow high-grade gold (plus silver, lead and zinc) bearing veins occur within limestone; and a wider gold-bearing crackle zone, up to 10 metres wide, associated with a north-northeast-trending fault zone. A gold soil anomaly 1,500 metres long by up to 150 metres wide follows this north-northeast structure.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

The Ore Hill Property is under option from Jack and Robert Denny of Salmo, BC. In 2021, the Company completed the acquisition of 100% interest in the Ore Hill Property, by making option payments to the property vendors comprised of \$55,000 and 100,000 shares over three years as follows:

	Cash payments	Shares
March 29, 2019 (paid and issued)	\$ 15,000	50,000
March 29, 2020 (paid and issued)	\$ 10,000	50,000
June 30, 2020 (paid)	\$ 10,000	—
March 29, 2021 (paid)	\$ 20,000	—
Total	\$ 55,000	100,000

The property is subject to a 2% NSR royalty which the Company may at any time purchase for \$250,000.

A recent property review of historic exploration results suggests that the Ore Hill Property has potential for discovery of an important new style of gold mineralization within a conformable breccia zone as well as new resources in the veins below the historic workings. The historical information also suggests the property may have potential for stratiform lead-zinc mineralization.

In September 2019, Apex obtained a five-year exploration permit for the Ore Hill Property. A five-year Special Use Permit was also obtained in order to access the property over a network of Forest Service roads. Following a field inspection of historic workings and sample locations a four-hole, 600 metre diamond-drill program was undertaken to investigate a portion of the 1,500-metre-long gold soil anomaly located along a north-northeast trending structural zone (see news release dated November 14, 2018). Drilling commenced September 30, 2019 but was suspended in mid-October due to unseasonably heavy snow.

In 2020, Apex continued to drill test the 1,500-metre-long gold in soil anomaly. A total of 2,000 metres of NQ diamond drilling was completed in 12 holes from 7 drill stations along a 500-metre section of the gold soil anomaly. Forty-seven significant gold intersections were obtained from 11 of the drill holes. Thirty-five of the intersections assayed greater than 1.0 g/t with thirteen of the intersections exceeding 5.0 g/t gold.

Many of the holes intersected multiple zones of gold mineralization associated with a sheeted quartz vein system. Two styles of mineralization are seen: veins containing only native gold and veins carrying gold values with associated silver lead and zinc values. Highest silver values were obtained from holes at the north end of the test area. Hole OH20-6 assayed 172.20 g/t silver across a core length of 0.43 metres and 198.0 g/t silver across 0.15 metres. Hole OH20-7 assayed 35.90 g/t silver across 1.32 metres, OH20-8 assayed 42.80 g/t silver across 0.43 metres and OH20-9 assayed 39.60g/t silver across 1.59 metres.

In the drilling program, drill stations are situated at 50 to 80 metre intervals along the soil anomaly. Drilling has now successfully tested a 500-metre-long section of the soil anomaly located between the historic Summit Mine to the south and the historic Ore Hill Mine to the north. The favorable drill results have demonstrated that soil geochemistry and surface rock sampling are excellent tools for tracing mineralization on the Ore Hill property.

The historic mine workings of the Sheep Creek Mine located immediately north of the Ore Hill property found that the gold veins increase in width at depth. In the Sheep Creek Mine the most productive sections of the veins occurred between 400 metres and 850 metres below the elevation of Ore Hill (BCGS Bulletin 31). If the situation is similar at Ore Hill, there is a potential vertical extent of roughly 850 metres for the veins. Deep drilling is required to investigate this possibility.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

Overall Performance

Highlights of the Company's activities for the nine months ended September 30, 2024 and to the date of this MD&A:

- On November 25, 2024, the Company announced the initiation of pre-drilling work at its Lithium Creek Property.
- On November 7, 2024, the Company announced that it has staked and recorded an additional 176 placer mining claims in the Carson Sinks and Humboldt Sinks to support on going expanded lithium brine exploration.
- On October 3, 2024, the Company announced the analytical results from fluid samples collected on the Lithium Creek Property – please refer to the Company's news release dated October 3, 2024 for details and highlights of the analytical results.
- On June 14, 2024, the Company announced leadership changes which included the appointments of Ronald Lang as interim President and CEO and Brett Kagetsu to the Company's Board of Directors.
- On May 23, 2024, the Company announced that it has received final acceptance from the TSX Venture Exchange ("TSXV") of the previously announced acquisition of all the shares of 1434001 B.C Ltd. ("1434001"), an arm's length corporation holding a 100% option over the consolidated mineral rights of the Lithium Creek Project in Nevada, USA (the "Acquisition") pursuant to a share purchase agreement dated January 8, 2024, as amended on May 13, 2024 (the "SPA"). For further details about the Acquisition and terms of the SPA, please refer to the Company's news release dated May 23, 2024.
- Also on May 23, 2024, concurrent with the closing of the Acquisition, the Company has closed the non-brokered private placement (the "Financing") through the issuance of 9,000,000 units (the "Units") for gross proceeds of \$630,000. Each Unit is comprised of one common share of the Company (an "Apex Share") and one share purchase warrant (a "Warrant"), with each Warrant entitling the holder to purchase an additional Apex Share for a price of \$0.12 and expires on May 22, 2026 (the "Expiry Date"). If at any time prior to the Expiry Date, the Company's common shares trade at or above a price of \$0.20 per common share on the TSXV for a period of 10 consecutive trading days commencing four months plus one day after the issue date, the Company may, at its option, accelerate the Expiry Date by issuing a press release announcing such acceleration (the "Acceleration Press Release"), and, in such case, the Expiry Date shall be deemed to be the 30th day following the date of issuance of the Acceleration Press Release.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

1.3 SELECTED ANNUAL INFORMATION

The table below sets forth selected financial data, in Canadian dollars, relating to the Company for the years ended December 31, 2023, 2022 and 2021:

		For the year ended December 31, 2023		For the year ended December 31, 2022		For the year ended December 31, 2021
Total revenue	\$	Nil	\$	Nil	\$	Nil
Net loss	\$	(327,529)	\$	(615,261)	\$	(414,837)
Comprehensive loss	\$	(327,529)	\$	(615,261)	\$	(414,837)
Basic loss per share	\$	(0.01)	\$	(0.02)	\$	(0.02)
Total assets	\$	3,091,104	\$	3,181,416	\$	3,075,830
Total current liabilities	\$	455,476	\$	370,759	\$	350,131
Total non-current liabilities	\$	110,000	\$	Nil	\$	Nil
Cash dividends	\$	Nil	\$	Nil	\$	Nil

The Company is in the exploration stage and therefore, does not have revenues from operations. The Company's operating activities are dependent on the Company's working capital.

The Company's total assets as at December 31, 2022 increased by \$105,586 compared to the total assets as at December 31, 2021 primarily due to the equity financing completed in 2022 for total gross proceeds of \$555,000 and offset by cash outlays to fund the Company's operations and for working capital purposes of \$360,662 and \$21,883 in exploration expenditures during the year ended December 31, 2022. The increase in the Company's net loss for the year ended December 31, 2022 by \$200,424 compared to the year ended December 31, 2021 was primarily due to increase in directors' fees of \$27,000 as a result of new directors appointed in 2022 and share-based compensation of \$150,094 in 2022 compared to \$nil in 2021.

The net loss for the year ended December 31, 2023 (the "Current Year") was \$327,529 compared to a net loss for the year ended December 31, 2022 (the "Comparative Year") of \$615,261. The decrease in net loss of \$287,732 between the two years was primarily due decreases in the following:

- (1) Salaries and management fees decreased by \$75,700 as a result of changes in management and compensation levels in the Current Year compared to the Comparative Year when salaries and management fees were at full rates;
- (2) Share-based compensation decreased by \$150,094 as there were no stock options granted in the Current Year compared to 2,039,000 stock options with a fair value of \$150,094 granted in the Comparative Year; and
- (3) Unrealized loss on short-term investments decreased by \$73,833 as the closing share prices of the Company's short-term investment at the end of the Current Year were consistent to those as at December 31, 2022.

Results of Operations

Apex is an exploration stage company and its properties are in the early stages of exploration and none of the Company's properties are in production. Therefore, the Company's net loss is not a meaningful indicator of its performance or potential.

The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of technical merit, the Company increases its chances of finding and developing an economic deposit.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

At this time, the Company is not anticipating profit from operations in the near future. Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interests, the Company will report an annual deficit and will rely on its ability to obtain equity or debt financing to fund on-going operations. Additional financing will be required for additional exploration and administration costs. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities.

For the three months ended September 30, 2024 compared to the three months ended September 30, 2023

The net loss for the three months ended September 30, 2024 (the “Current Quarter”) was \$405,407 compared to a net loss for the three months ended September 30, 2023 (the “Comparative Quarter”) of \$124,031. The increase in net loss of \$281,376 between the two quarters was primarily due the grant of stock options in the Current Quarter resulting in a shared-based compensation of \$320,790 compared to no grant of stock options in the Comparative Quarter. The increase was offset by the following:

- (1) Directors’ fees decreased by \$13,500 as there were no directors paid or accrued during Current Quarter;
- (2) Legal, accounting and audit fees decreased by \$9,426 as the Company did not have a true-up of prior year’s audit fees as it did in the Comparative Quarter; and
- (3) Unrealized loss on short-term investments decreased by \$11,583 mainly due to the increase in market value of the Company’s holdings in West Mining Corp. as at September 30, 2024.

For the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023

The net loss for the nine months ended September 30, 2024 (the “Current Period”) was \$533,824, compared to a net loss for the nine months ended September 30, 2023 (the “Comparative Period”) of \$323,827. The increase in net loss of \$209,997 between the two periods was primarily due to the same factors described above coupled with a \$27,500 decrease in consulting and manage fees in the Current Period as part of the Company’s efforts to preserve its capital.

1.4 SUMMARY OF QUARTERLY RESULTS

The table below provides, for each of the most recent eight quarters, a summary of exploration and evaluation costs on a project-by-project basis and of corporate expenses, net of interest income and mineral property write-downs.

	Jersey Emerald/Ore Hill, BC	Lithium Creek, Nevada	Expenses	Loss	Loss per share
	(Note 1)				
Q4 2022	33,482	-	86,117	(151,384)	\$ (0.01)
Q1 2023	34,146	-	98,741	(96,651)	\$ (0.00)
Q2 2023	15,776	-	88,037	(103,144)	\$ (0.00)
Q3 2023	350	-	101,237	(124,032)	\$ (0.00)
Q4 2023	40,000	-	560	(3,702)	\$ (0.00)
Q1 2024	-	-	45,723	(41,223)	\$ (0.00)
Q2 2024	11,629	1,414,987	101,481	(87,194)	\$ (0.00)
Q3 2024	-	285,577	394,469	(405,407)	\$ (0.01)

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

Note 1: General and administrative expenses do not include the write-down of mineral property interests, gains or losses on investments, exploration costs, interest and other miscellaneous income or income tax recovery, but includes share-based compensation.

1.5 LIQUIDITY

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements to sophisticated investors and institutions. The Company has issued common shares in each of the past few years, pursuant to private placement financings and the exercise of warrants and options.

At September 30, 2024, Apex's working capital, defined as current assets less current liabilities, was a deficiency of \$232,053 compared to a working capital deficiency of \$338,076 at December 31, 2023. At September 30, 2024, the Company had cash of \$136,354 and GICs (guaranteed investment certificates) of \$6,000.

At September 30, 2024, Apex's statements of financial position included exploration and evaluation assets of \$4,633,027 representing costs, net of recoveries (including option proceeds) and impairment, associated with the acquisition and exploration of its mineral property interests in British Columbia and Nevada.

1.6 CAPITAL RESOURCES

The Company will require external funding to meet future obligations and to finance further exploration and development work on its mineral properties. As the Company does not have any sources of revenue other than interest on cash and short-term investments and must therefore rely on external funding, there is risk as to the Company's ability to continue as a going concern. Although the Company raised gross proceeds of \$555,000 pursuant to a non-brokered private placement completed on March 8, 2022 and \$630,000 also pursuant to a non-brokered private placement completed on May 22, 2024, the Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing either through equity, debt or a combination thereof and maintaining continued support from its shareholders and creditors and generating profitable operations in the future. The Company has been successful in the past in raising funds for operations either through debt or by issuing shares but there is no assurance that it will be able to continue to do so in the future.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances.

Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The statements of financial positions of the Company at September 30, 2024 and December 31, 2023 do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to obtain adequate financing.

Management of capital

The Company's objective in managing capital is to maintain adequate levels of funding to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral property interests in British Columbia, Canada and Nevada, USA and to maintain a flexible capital structure that will optimize the costs of capital.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

The Company endeavours to manage its capital structure in a manner that provides sufficient funding for operational activities through funds primarily secured through equity capital obtained in private placements. There can be no assurances that the Company will be able to continue raising capital in this manner.

Although the Company has been successful at raising funds in the past through debt or the issuance of shares, it is uncertain whether it will be able to continue these forms of financing due to the current global economic uncertainty and market volatility. The Company makes adjustments to its management of capital in the light of changes in economic conditions and the risk characteristics of its assets, seeking to limit shareholder dilution and optimize its costs of capital while maintaining an acceptable level of risk. The Company must rely on equity financings, or forms of joint venture or other types of financing to continue exploration and development work and to meet its administrative overhead costs in future years. The Company's near-term goal is to preserve its cash balances to the greatest extent possible by reducing general and administrative expenses where possible.

The Company's investment policy is to invest its cash in highly liquid, short-term interest-bearing investments with maturities allowing the Company to withdraw funds at intervals needed for the expected timing of expenditures in its operations.

1.7 TRANSACTIONS WITH RELATED PARTIES

The Company has identified its directors and its two senior officers as its key management personnel. Compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties and on terms and conditions similar to non-related parties as follows:

Key management compensation	Nine months ended September 30,	
	2024	2023
Directors' fees	\$ -	\$ 40,500
Management fees	46,500	180,000
Share-based compensation	262,131	-
	\$ 308,631	\$ 220,500

Balances payable to related parties are included in related party payable and accrued liabilities on the statement of financial position. These amounts are non-interest bearing and are due on demand.

Balances payable for:	2024	2023
Directors' fees	\$ 7,500	\$ 36,000
Management fees	56,000	350,000
Legal fees	26,667	-
	\$ 90,167	\$ 386,000

1.8 PROPOSED TRANSACTIONS AND OFF-BALANCE SHEET ARRANGEMENTS

There is no proposed asset or business acquisition or disposition before the board of directors for consideration, other than those in the ordinary course of business or as described in items 1.2 above and 1.14 below. There were no off-balance sheet arrangements.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

1.9 CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the years reported. Significant areas requiring the use of management estimates include the determination of impairment of exploration and evaluation assets, decommissioning liabilities, and assumptions used in valuing options and warrants in share-based compensation calculations. Actual results could differ from these estimates.

Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. There have been no significant changes to the Company's critical accounting estimates for the nine months ended September 30, 2024 from those disclosed in Note 2 of the audited financial statements for the year ended December 31, 2023.

1.10 MATERIAL ACCOUNTING POLICIES AND CHANGES IN MATERIAL ACCOUNTING POLICIES

a) Application of new and revised accounting standards

None of the new standards, and amendments to standards and interpretations effective as of January 1, 2024, applied in preparing these financial statements had a significant effect on these financial statements.

b) Accounting standards and amendments issued but not yet effective

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. There were no standards effective for annual periods beginning on or after January 1, 2024 that would significantly affect the Company.

1.11 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The disclosures in the notes to these financial statements describe how the categories of financial instruments are measured and how income and expenses, including fair value gains and losses, are recognized.

As at September 30, 2024, the classification of the financial instruments, as well as their carrying values and fair values, with comparative figures for December 31, 2023, are shown in the table below:

	September 30, 2024		December 31, 2023	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Financial assets	\$	\$	\$	\$
Cash	136,354	136,354	34,631	34,631
Short-term investments	44,417	44,417	37,667	37,667
Credit card deposit	-	-	17,250	17,250
Reclamation deposits	49,620	49,620	33,620	33,620
Financial liabilities				
Accounts payable and accrued liabilities	375,751	375,751	102,176	102,176
Related party payable	90,167	90,167	353,300	353,300
Loans payable	150,000	150,000	110,000	110,000

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

The fair values of the Company's financial instruments measured at September 30, 2024, constitute Level 1 measurements for its cash, short-term investments and investments within the fair value hierarchy.

The Company recognized interest income during the nine months ended September 30, 2024 totalling \$1,099 (September 30, 2023 - \$522). This is primarily interest income from the Company's short-term investments. This balance represents interest income from all sources.

Credit risk

Substantially all of the Company's cash is held with major financial institutions in Canada, and management believes the exposure to credit risk with such institutions is not significant. Those financial assets that potentially subject the Company to credit risk are primarily its investment in marketable securities of publicly traded companies and any receivables. The Company has increased its focus on credit risk given the impact of the current economic climate. The Company considers the risk of material loss to be significantly mitigated due to the financial strength of the major financial institutions where cash and term deposits are held. The Company's maximum exposure to credit risk as at September 30, 2024, is the carrying value of its financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of its mineral property interests.

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The sale of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments, and unfavourable markets conditions could result in dispositions of investments at less than favourable prices. The Company's investments are accounted for at estimated fair values and are sensitive to changes in markets prices, such that changes in market prices results in a proportionate change in the carrying value of the Company's investments.

Commodity price risk

The Company's ability to raise capital to fund exploration or evaluation activities is subject to risk associated with fluctuations in the market prices of gold, copper, zinc, lead, molybdenum and tungsten, and the outlook for these metals. The Company's ability to raise capital is affected by the prices of commodities that the Company is exploring for on its mineral property interests. The Company does not have any hedging or other derivative contracts respecting its operations.

Market prices for these metals have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, levels of worldwide production, short-term changes in supply and demand, industrial and retail demand, central bank lending, and forward sales by producers and speculators. The Company has elected not to actively manage its commodity price risk.

Interest Rate Risk

At September 30, 2024 and December 31, 2023, the Company had no significant exposure to interest rate risk through its financial instruments.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

Currency Risk

Fluctuations in United States dollars would not significantly impact the operations and the values of its assets and shareholders' equity at this time. If the Company were to go into production, the Company would be subject to more foreign currency risk from fluctuations in the Canadian dollar relative to the United States dollar, due to metals prices and their denomination in United States dollars.

1.12 ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

- (a) capitalized or expensed exploration and development costs – the required disclosure is presented in the schedule of mineral property exploration and evaluation assets in Note 4 to the financial statements for the years ended December 31, 2023 and 2022.
- (b) expensed research and development costs – not applicable
- (c) deferred development costs – not applicable
- (d) general administrative expenses – the required disclosure is presented in the statements of loss and comprehensive loss.
- (e) any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d) – none/not applicable.

1.13 DISCLOSURE OF OUTSTANDING SHARE DATA

The following details the share capital structure as of November 29, 2024, the date of this MD&A:

Authorized Capital

Unlimited number of common shares without par value and unlimited number of preference shares without par value.

Issued and Outstanding Capital

64,412,445 common shares are issued and outstanding at November 29, 2024.

Stock Options Outstanding

At the Company's annual general meeting held on August 15, 2023, the Company's shareholders approved a 10% rolling stock option plan which allows for the grant of options to purchase up to 6,316,244 common shares.

As at November 29, 2024, the Company had 5,164,000 options exercisable at \$0.08 per share and expires between April 19, 2027 and September 3, 2029.

Warrants Outstanding

As at November 29, 2024, the Company had 11,100,000 warrants exercisable at \$0.10 per share until March 8, 2025 and 9,000,000 warrants exercisable at \$0.12 per share until May 22, 2026.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

1.14 OTHER INFORMATION

Subsequent Events

Please refer to Overall Performance section of this MD&A.

Risks and Uncertainties

The risks and uncertainties faced by the Company are substantially unchanged from those disclosed in the Company's Annual MD&A dated April 29, 2024.

Controls and Procedures

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

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

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Approval

The Board of Directors of Apex Resources Inc. has approved the disclosure contained in this Interim MD&A. A copy of this Interim MD&A will be provided to anyone who requests it and can be located, along with additional information, on the SEDAR+ website at www.sedarplus.ca.

Apex Resources Inc.
Management Discussion and Analysis
For the nine months ended September 30, 2024

Caution on Forward-Looking Information

This Interim MD&A contains "forward-looking statements". These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements. Forward-looking statements may include, but are not limited to, statements with respect to future remediation and reclamation activities, future mineral exploration, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, the timing of activities and the amount of estimated revenues and expenses, the success of exploration activities, permitting time lines, requirements for additional capital and sources and uses of funds. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of exploration activities; actual results of remediation and reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and other commodities; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration and development activities.