TGX ENERGY & RESOURCES INC.

(FORMERLY TRUE NORTH GEMS INC.)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED September 30, 2024

Management's discussion and analysis ("MD&A") provides a review of the performance of TGX Energy & Resources Inc. (formerly True North Gems Inc.) ("TGX" or the "Company") operations and has been prepared on the basis of available information up to November 26, 2024 and should be read in conjunction the audited consolidated financial statements for the year ended December 31, 2023 and the related notes thereto. The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is Canadian dollars, and all dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise. On August 16, 2024, the Company changed its name to TGX Energy & Resources Inc.

"TGX" common shares are listed on the TSX Venture Exchange (the "TSX-V") trading symbol – TGX

Some of the statements made in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

Caution on Forward-Looking Statements

The MD&A contains certain forward-looking statements concerning anticipated development in TGX Energy & resources Inc. (formerly True North Gems Inc.) operations in future periods. Forward-looking statements are frequently, but not always identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements are set forth principally under the heading "Outlook" in the MD&A and may include statements regarding exploration results and budgets, mineral resource estimates, work programs, capital expenditures, timelines, strategic plans, or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of True North may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. True North's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and True North does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from True North's expectations include uncertainty as to the availability and terms of future financing and other risks and uncertainties disclosed in other information released by True North from time to time and filed with the appropriate regulatory agencies.

OVERVIEW AND OUTLOOK

TGXs principal business activities include the exploration and evaluation of natural resource properties in Canada.

During the nine month period ended September 30, 2024, and to the date of the report, the following events have occurred:

- On January 29, 2024, 2,000,000 warrants expired.
- On February 21, 2024, warrants entitling the holders to acquire 2,000,000 common shares at a price of $0.10 per share were exercised for proceeds of $200,000.
- On April 25, 2024, the Company paid $12,500 and issued a promissory note of $12,500 to the optionor of the Nabikok Property as part of the acquisition costs for the property.
- On May 3, 2024, the Company held there Annual General Meeting for the year ended December 31, 2022. Saturna Group Chartered Accountants LLP was re-elected as Auditors of the Company and the Company's 10% rolling stock option plan was re-approved.
- On May 16, 2024, the Company announced subject to regulatory approval, to consolidate its common shares on a two to one basis.
- On July 19, 2024, further to the news release dated May 16, 2024, the Company announced subject to regulatory approval to consolidate its common shares on a three to one basis.
- On July 19, 2024, further to the news release posted on May 16, 2024, the Company announced a non-brokered private placement of up to 10,000,000 common shares at a price of $0.15 per share for gross proceeds of up to $1,500,000. Each unit will comprise of one common share and one warrant.

- On July 31, 2024, The Company announced the annual general meeting for the year ended December 31, 2023. The annual general meeting was held on August 20, 2024.
- On August 14, 2024, the Company announced it has changed its name to TGX Energy & Resources Inc effective August 16, 2024 and the Company's shares will continue to trade under the symbol "TGX".
- On August 14, 2024, the Company has determined it will not proceed with the previously announced share consolidation on a three for one basis (July 19, 2024).
- On September 3, 2024, the Company has determined it will not proceed with the Private Placement announced on July 19, 2024 and the filing has been withdrawn from the TSX Venture Exchange.

Changes to management

On May 3, 2024, Owen King, George Mendez, Jordan Calvert and M. Bilal Bhamji were elected at the Company's annual general meeting. Mr. Arif Merali and Mr. Ralf Hillebrand did not stand for re-election. On July 29, 2024 Owen King resigned as a director and officer of the Company and Mr. Volodymyr Bondarenko was appointed a director and Mr. M. Bilal Bhamji was appointed Chief Executive Office.

On August 20, 2024, George Mendez, Jordan Calvert, M. Bilal Bhamji and Mr. Volodymyr Bondarenko were re elected as directors and Andre Gauthier was newly elected as a director of the Company at its annual general meeting.

Exploration and Evaluation Assets

True Blue Project – Yukon, Canada
The property consists of 303 mining claims in the Watson Lake Mining District.

During the year ended December 31, 2019, the Company signed an option agreement with American Critical Elements Inc. (formerly Razore Rock Resources Inc.) ("ACE") whereby, ACE can earn up to a 70% working interest in the True Blue Rare Earth Element Property ("REE") in the Yukon Territory.

The REE Property consists of 68 mining claims in the Ketza-Seagull district of the Southern Yukon in the Watson Lake Mining District comprising 13.3 square kilometers. The property is located approximately 166 km northeast of Whitehorse and represents one of four adjacent project areas held by the Company in the region.

ACE can earn a 70% interest by incurring expenditures in aggregate of $300,000 over three years and issuing an aggregate of 600,000 common shares with 200,000 shares to be issued on closing (issued October 10, 2019); a further 200,000 shares to be issued on or before November 30, 2020 (issued November 30, 2020) and, a further 200,000 to be issued on or before November 30, 2021 (issued November 30, 2021).

On August 30, 2022, a further 50,000 common shares were issued upon an extension being granted by the Company for the date for the completion of expenditures. ACE is to incur expenditures in the aggregate amount of $250,000, $100,000 prior to the fourth Anniversary Date; and, an aggregate of $250,000 prior to the fifth Anniversary Date.

Once ACE earns its 70% interest, the parties will form a joint venture and contribute pro-rata (ACE 70%, True North 30%) to the further exploration and development of the Property. If a party is reduced to a 10% or less interest in the Property that party's interest will be reduced to a 2% net smelter returns royalty with the right of the remaining party to acquire a 1% net smelter returns royalty at any time for the payment of $1,000,000.

The Company undertook an exploration program on a group of claims during 2019 that includes the REE Property ACE reimbursed True North for its pro-rata share of the costs of the exploration program in the amount of $52,400 based upon assessment work filed by True North on the Property. No work has been completed on the property during the period ended September 30, 2024.

The Nabikok Property
The Nabikok Property consists of 155 claims located approximately 50km southwest of Val-d'Or, a well-established mining town in the Abitibi region of northwestern Quebec.

True North has entered into an exclusive option agreement to acquire from Mr. Glenn Griesbach, an arm's length property vendor, subject to TSX-V approval. The terms of the agreement are as follows:

i. Payment of $25,000 within 14 days of regulatory approval; ($12,500 paid and a promissory was issued for $12,500 on April 25, 2024);
ii. 1,000,000 Laval Critical Elements Inc. ("LCE") units. Each LCE unit is comprised of one common share and one warrant. Each warrant entitles the holder to acquire one common share at a price of $0.40 for 24 months from date of regulatory approval; and,
iii. Granting the Vendor a 2% NSR, half of which can be acquired for $1,000,000 at any time.

In the fourth quarter of 2022, an airborne magnetometer survey was conducted, and satellite imagery was acquired (approximately $202,450 spent on the survey – refer to table of exploration and evaluation expenditures page 5).

On August 24, 2023, the Company entered into an agreement with AuQ Gold Mining Inc. ("AUQ") whereby they can earn a 50% interest in the Nabikok Property by expending $600,000 over three years, of which $100,000 is required to be spent in the first year. Based on information extracted from AUQ's audited financial statements for its year ended February 29, 2024 $467,957 has been expended on the Nabikok Property, details of the work conducted is set out below.

In August and September 2023, AUQ conducted a field program of geological reconnaissance, which was initiated to follow-up the 2022 airborne magnetic and radiometric survey of the Nabikok Property in the Decelles region of Quebec, southwest of the Val d'Or. The program included; ground-truthing of magnetic and radiometric anomalies interpreted from 2022 heli-airborne high resolution geophysical survey, reconnaissance scale geological mapping, XRF prospecting, shoreline mapping and sampling and LiDAR surveying to define resistant linear features that could represent pegmatite dykes. Establish baseline environmental data including detailed digital terrain models and contemporaneous photogrammetry and Satellite imagery analysis.

The 2023 field program was successful in ground-truthing the airborne geophysical anomalies and confirming the presence of pegmatitic bodes associated with radiometric geophysical anomalies These anomalies will be targets of the project for additional field work. This work has confirmed the Nabikok Property is prospective for the discovery of lithium-caesium-tantalum type pegmatite bodies and potential for associated lithium mineralization.

FINANCIAL POSITION - CONTINUING AND DISCONTINUED OPERATIONS COMBINED

As at September 30, 2024, the Company had current assets of $77,926 current liabilities of $43,533 and long-term liabilities of $6,804,876 compared to current assets of $88,715, current liabilities of $32,894 and long-term liabilities of $6,765,739 as at December 31, 2023. At September 30, 2024, the Company had working capital of $34,393 compared to working capital of $55,821 at December 31, 2023. As of September 30, 2024, the Company owes certain creditors $6,804,876 (December 31, 2023 - $6,765,739) and they have agreed to postpone the repayment of principal and accrued interest thereon until December 31, 2025.

The Company had cash of $6,542 at September 30, 2024. During the nine month period ended September 30, 2024, the Company recorded cash used in operations of $15,873 compared to cash provided by operations of $88,292 for the comparative period ended September 30, 2023.

During the nine month period ended September 30, 2024, the Company made a payment of $12,500 for the Nabikok Property and issued a promissory note to the optionor of the property.

During the nine month period ended September 30, 2024, the Company made loan repayments totalling $185,000 and 2,000,000 warrants were exercised for proceeds of $200,000.

RESULTS OF OPERATIONS

Nine month period ended September 30, 2024 compared with nine month period ended September 30, 2023

Expressed in Canadian dollars*(Information extracted from the Company's consolidated financial statements)*

	For the nine month period ended September 30, 2024	For the nine month period ended September 30, 2023
Operating expenses		
Audit and related services	$ -	$ 2,161
Consulting fees	100,800	100,800
Exploration and evaluation expenditures (recoveries)	-	(25,312)
General and administrative	850	822
Impairment of exploration and evaluation assets	-	-
Investor relations	8,732	-
Professional fees	623	-
Legal fees	-	1,013
Transfer agent and filing fees	15,341	9,452
Operating loss	(126,346)	(88,936)
Other income (expenses)		
Accounts payable written off	-	643
Interest income	875	-
Interest expense	(46,563)	(41,576)
Net loss from continuing operations	(172,034)	(129,869)
Net loss from discontinued operations	(50,531)	(57,264)
Net loss for period	$ (222,565)	$ (187,133)

NET INCOME (LOSS)

The net loss from continuing and discontinued operations for the period ended September 30, 2024 amounted to $222,565 compared to a net loss for the comparative period of $187,133.

Discontinued operations

	For the nine month period ended September 30, 2024	For the nine month period ended September 30, 2023
"TGX's" operating expenses		
Other income (expenses)		
Loan guarantee - accrued interest	$ (50,531)	$ (37,966)
Net loss and comprehensive loss for period from discontinued operations	$ (50,531)	$ (37,966)

The activity for the nine month period ended September 30, 2024 compared to the nine month period ended September 30, 2023, includes recognition of interest expense of $50,531 (2023: $37,966) on loan guarantee, which bears interest at 5% per annum and is due on December 31, 2025. During the period ended September 30, 2024, the Company made loan repayments of $185,000, resulting in a decrease in the quarterly interest charge in the current reporting period compared to the prior period.

Continuing operations
Net loss from continuing operations for the nine month period ended September 30, 2024 amounted to $172,034 compared to a net loss of $129,869 for the nine month period ended September 30, 2023. Current periods results include $875 of accrued interest income on loan receivable and $46,563 of accrued interest on the demand and other loan amounts.

Operating expenses – continuing operations
For the nine month period ended September 30, 2024 total operating expenses were $126,346 compared to $88,936 recorded during the same period in 2023 representing an increase of $37,410. In the prior comparative period, the Company was reimbursed $35,000 from Lithium One Metals Inc. for exploration expenditures they had incurred on the Cyr-Kapiwak mining claims during the year ended December 31, 2022.

NET LOSS

RESULTS OF OPERATIONS
Three month period ended September 30, 2024 compared with three month period ended September 30, 2023
Expressed in Canadian dollars
(Information extracted from the Company's consolidated financial statements)

	For the three month period ended September 30,	
	2024	**2023**
Operating expenses		
Audit and related services	$ -	$ -
Consulting fees	33,600	33,600
Exploration and evaluation expenditures (recoveries)	-	-
General and administrative	270	304
Impairment of exploration and evaluation assets	-	-
Investor relations	4,192	-
Professional fees	-	-
Legal fees	-	559
Transfer agent and filing fees	3,650	100
Operating loss	(41,712)	(34,563)
Other income (expenses)		
Accounts payable written off	-	-
Interest income	374	-
Interest expense	(16,463)	(15,119)
Net loss from continuing operations	(57,801)	(49,682)
Net loss from discontinued operations	(16,966)	(19,298)
Net loss for period	$ (74,767)	$ (68,980)

The net loss from continuing and discontinued operations attributable to shareholders for the three month period ended September 30, 2024 amounted to $74,767 compared to a net loss for the comparative period of $68,980 representing an increase in net loss of $5,787. The fluctuations in line item amounts are due to the same factors discussed in the above noted year-to-date analysis.

SUMMARY OF QUARTERLY RESULTS

The following table details the Company's quarterly results:

Quarter Ended	Net revenues	Net income (loss)	Income (loss) per share - basic	Income (loss) per share - diluted
	$'s	$'s	$'s	$'s
30-Sep-24	-	(74,767)	(0.00)	(0.00)
30-Jun-24	-	(76,188)	(0.00)	(0.00)
31-Mar-24	-	(71,610)	(0.00)	(0.00)
31-Dec-23	-	(89,456)	(0.00)	(0.00)
30-Sep-23	-	(68,980)	(0.00)	(0.00)
30-Jun-23	-	(84,304)	(0.00)	(0.00)
31-Mar-23	-	(33,849)	(0.00)	(0.00)
31-Dec-22	-	(691,349)	(0.01)	(0.01)

As a result of the loss of control, TNGG's operations were reclassified as discontinued operations. Disclosure of continuing and discontinued operations quarterly results is set out below:

Quarter Ended	Net income (loss) - continuing operations	Net income (loss) - discontinued operations	Net income (loss)	Loss per share from continuing operations- basic	Loss per share from continuing operations- diluted	Income (loss) per share from discontinued - diluted
	$'s	$'s	$'s	$'s	$'s	$'s
30-Sep-24	(57,801)	(16,966)	(74,767)	(0.00)	(0.00)	(0.00)
30-Jun-24	(59,405)	(16,783)	(76,188)	(0.00)	(0.00)	(0.00)
31-Mar-24	(54,828)	(16,782)	(71,610)	(0.00)	(0.00)	(0.00)
31-Dec-23	(70,157)	(19,298)	(89,456)	(0.00)	(0.00)	(0.00)
30-Sep-23	(49,682)	(19,298)	(68,980)	(0.00)	(0.00)	(0.00)
30-Jun-23	(65,216)	(19,088)	(84,304)	(0.00)	(0.00)	(0.00)
31-Mar-23	(14,971)	(18,878)	(33,849)	(0.00)	(0.00)	(0.00)
31-Dec-22	(672,052)	(19,297)	(691,349)	(0.03)	(0.03)	(0.00)

There are no meaningful trends evident from analysis of the summary of quarterly financial information over the last eight quarters.

Factors that can cause significant fluctuations in the Company's quarterly results are set out in the table below.

Quarter Ended	Exploration and evaluation expenditures	Accounts & loan payable written off	Discountinued operations
	$'s	$'s	$'s
30-Sep-24	-	-	(16,966)
30-Jun-24	-	-	(16,783)
31-Mar-24	-	-	(16,782)
31-Dec-23	-	-	(19,298)
30-Sep-23	-	-	(19,298)
30-Jun-23	6,813	(643)	(19,088)
31-Mar-23	(32,125)	-	(18,878)
31-Dec-22	609,377	-	(19,297)

LIQUIDITY AND CAPITAL RESOURCES
At September 30, 2024, the Company had cash of $6,542 and working capital of $34,393.

Based on the financial position at September 30, 2024, the Company's available funds through debt or equity issuances or other available means are not considered adequate to meet requirements for the next twelve months based on expenditures for operations and exploration. To meet expenditure requirements, the Company is dependent upon its ability to access financial resources. There can be no assurances that the Company will be successful in accessing these financial resources.

CAPITAL RESOURCES
To date, the Company has met its capital requirements through the completion of equity placements, debt financings and investment sales.

Trends that affect the market generally, and the perception of the Company within the marketplace, can affect the Company's ability to access capital in both a positive and negative way. Trends in this general market are defined by fluctuations in the global economy and the demand for metals and commodity prices. Trends in the perception of the Company in the resource marketplace will be affected by general trends in the resource equity markets, the Company's performance in creating shareholder value and in demonstrating the ability to manage the Company's affairs and achieve mandated objectives.

a) On December 31, 2021, the Company entered into an agreement with the holders of the demand loans whereby the creditor agreed to postpone payment of principal and interest to December 31, 2025. During the nine month period ended September 30, 2024, interest of $2,654 (2023 - $2,468) on this loan was accrued.

b) During the nine month period ended September 30, 2024, interest of $50,529 (2023 - $57,264) was accrued on the loan guarantee. The creditor holding the loan guarantee has agreed that repayment of the principal and interest be postponed until December 31, 2025.

c) On December 31, 2021, the Company entered into loan agreements with five creditors whereby they have agreed to postpone repayment of the principal totaling $1,293,745 until December 31, 2025. The loans will bear interest at the rate of 5% per annum and will be payable December 31, 2025. During the nine month period ended September 30, 2024, interest of $43,187 (2023- $37,226) was accrued on these loans and a creditor agreed to postpone an additional $127,584 in debts.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. Key management personnel include the Company's directors and members of the senior management group.

During the nine month period ended September 30, 2024, key management personnel charged $90,000 in fees for services rendered. These transactions were in the normal course of business recorded at their exchange amounts, which was established and agreed to by the related parties.

At September 30, 2024, the Company has a loan agreement with key management whereby they have agreed to postpone repayment of the principal and interest totaling $1,000,917 until December 31, 2025. The loan bears interest at a rate of 5% per annum and will be payable December 31, 2025. During the nine month period ended September 30, 2024, interest of $31,523 was accrued on the loan and the creditor agreed to postpone an additional $94,500 in debt.

PROPOSED TRANSACTIONS

As of November 26, 2024, the Company has no proposed material transactions.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected.

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant are disclosed in note 4 in the Company's audited annual consolidated financial statements for the year ended December 31, 2023.

ACCOUNTING POLICIES

The Company has applied IFRS, as disclosed in note 3 to the audited annual consolidated financial statements, which are applied on a consistent basis.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

Currently, the certification required by the Company's certifying officers under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109F), 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. This includes:

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 consolidated financial statements for external purposes in accordance with the issuer's GAAP.

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

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Refer to elsewhere in the MD&A or the Company's consolidated financial statements for capitalized or expensed exploration and development costs, general and administrative expenses, and other material costs. Additional information relating to the Company is on SEDAR www.sedar.com.

OUTSTANDING SHARE DATA

At September 30, 2024, "TGX" had 33,577,353 common shares

As of the date of this report, "TGX" had 33,577,353 common shares outstanding.

RISK FACTORS

Financial capability and additional financing

The Company will require additional financing through debt or equity issuances, collection of additional funds from bankruptcy proceedings, if any, or other available means in order to continue operations and for working capital purposes. While it has been successful in raising funds in the past, there is no guarantee that adequate funds will be available in the future and/or on terms acceptable by the Company. The Company has cash of $6,542 at September 30, 2024. Based on the financial position at September 30, 2024, available funds are not considered adequate to meet requirements for the next twelve months in order to continue operations. A discussion of risk factors particular to the financial instruments is presented in notes 1 & 12 of the condensed interim consolidated financial statements.