# BLUE THUNDER MINING INC.
(An exploration company)

## MANAGEMENT'S DISCUSSION AND ANALYSIS
Year ended
December 31, 2023
(Fourth Quarter)

This management discussion and analysis (”MD&A”) of Blue Thunder Mining Inc., (“Blue Thunder” or the “Company”) follows rule 51-102 of the Canadian Securities Administrators regarding continuous disclosure.

The following MD&A is a narrative explanation, through the eyes of the management of Blue Thunder, on how the Company performed during the three-month period and year ended December 31, 2023. It includes a review of the Company’s financial condition and a review of operations for the three-month period and year ended December 31, 2023, as compared to the three-month period and year ended December 31, 2022.

This MD&A complements the Audited Annual Consolidated Financial Statements for the year ended December 31, 2023, but does not form part of them. It is intended to help the reader understand and assess the significant trends, risks and uncertainties related to the results of operations and it should be read in conjunction with the Audited Annual Consolidated Financial Statements as at December 31, 2023 and related notes thereto.

The Audited Annual Consolidated Financial Statements for the years ended December 31, 2023 and 2022 have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) applicable to the preparation of annual financial statements. The accounting policies applied in the financial statements are based on IFRS issued and effective as at December 31, 2023. On April 15, 2024, the Board of Directors approved, for issuance, the Audited Annual Consolidated Financial Statements.

All figures are in Canadian dollars unless otherwise stated. Additional information relating to the Company can be found the Company’s website at www.bluethundermining.com and on SEDAR+ at www.sedarplus.ca. The shares of the Company are listed on the TSX Venture Exchange (“TSX-V”) under the symbol “BLUE” and on the OTCQB Venture Market (“OTCQB”) under the symbol “BLTMF”. In February 2023, the Company’s shares were moved from the OTCQB Market to the OTC Pink Market where the shares are still trading under the symbol "BLTMF".

## REPORT'S DATE

The MD&A was prepared with the information available as at April 15, 2024.

## CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements that are based on the Company’s expectations, estimates and projections regarding its business, the mining industry in general and the economic environment in which it operates as at the date of the MD&A. To the extent that any statements in this document contain information that is not historical, the statements are essentially forward-looking and are often identified by words such as "anticipate", "expect", "estimate", "intend", "project", "plan" and "believe". In the interest of providing shareholders and potential investors with information regarding Blue Thunder, including management’s assessment of future plans and operations, certain statements in this MD&A are forward-looking and are subject to the risks, uncertainties and other important factors that could cause the Company’s actual performance to differ materially from that expressed in or implied by such statements. Such factors include, but are not limited to: volatility and sensitivity to market metal prices, impact of change in foreign currency exchange rates and interest rates, imprecision in reserve estimates, environmental risks including increased regulatory burdens, unexpected geological conditions, adverse mining conditions, changes in government regulations and policies, including laws and policies; failure to obtain necessary permits and approvals from government authorities, and other development and operating risks, and failure to obtain financing to continue its operations. The preliminary assessments contained in the technical reports referred to in this MD&A, and the estimates contained therein to date are preliminary in nature and are based on a number of assumptions, any one of which, if incorrect, could materially change the projected outcome.

Although the Company believes that the expectations conveyed by the forward-looking statements are based upon information available on the date that such statements were made, there can be no assurance that such expectations will prove to be correct. The reader is cautioned not to rely on these forward-looking statements. The Company disclaims any obligation to update these forward-looking statements unless required to do so by applicable Securities laws. All subsequent forward-looking statements, whether written or orally attributable to the Company or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements.

## DIRECTORS, OFFICERS AND MANAGEMENT

- Chad Williams - Non-Executive Chairman, Director
- Dorian L. (Dusty) Nicol - CEO, Director, Corporate Secretary
- Jean-Patrick Lariviere - Director
- Phil Girard - Director
- Robert Boisjoli - CFO

## NATURE OF ACTIVITIES

Blue Thunder was incorporated pursuant to the Business Corporations Act (Ontario) on April 28, 2017 and is an exploration company that holds a 100% interest in five non-contiguous gold mineral exploration properties near Chibougamau, Québec. The five Quebec properties cover approximately 25,250 hectares (ha) and include the Muus, Muus East, Nisk, Fancamp and Embry properties, which together comprise the Muus Gold-Copper project (the "Project").

The Company has no mines in production and, consequently, has no current operating income or cash flows from projects it owns, nor has it had any operating revenues for the last three years. Consequently, its activities are mainly financed through equity financing.

## FINANCE AND CORPORATE HIGHLIGHTS

- Trading in Blue Thunder's shares were halted on January 27, 2023. The halt was at Blue Thunder's request prior to the announcement of a proposed RTO with Analog Gold, which was the subject of a press release issued by Blue Thunder on January 30, 2023.
- The Analog Gold RTO did not proceed, and the proposed transaction was terminated. An announcement to this effect was issued by Blue Thunder on July 7, 2023. Trading in Blue Thunder shares resumed subsequently.
- On termination of the Analog Gold RTO -- and while still halted -- Blue Thunder decided to focus on the acquisition of critical metals properties and announced the acquisition of a number of Yukon critical minerals properties (announced July 7, 2023 and further described in a press release dated August 1, 2023); and the acquisition of an interest in a Nevada lithium property (announced July 20, 2023).
- Blue Thunder subsequently determined that the critical minerals initiative was not the best way forward for the Company and decided to refocus its efforts on advancing its Muus Gold-Copper project and potentially other properties in Quebec. Blue Thunder announced this in its press release of November 13, 2023.
- In August 2023, the Government of Quebec granted the Company a one-year extension on claim-maintenance payments on its then-held Quebec-based projects, due to the 2023 forest fires which heavily impacted the region. The extension represents a cost savings to the Company in 2023 of $174,805.
- On July 20, 2023, the Company announced the acquisition of a lithium exploration project in Nevada (see section 6.2 – Exploration and Evaluation Properties). The Company subsequently decided not to proceed with this project and returned it to the vendor.
- On March 30, 2023, Blue Thunder announced that it had issued a convertible promissory note in the amount of $250,000 (see section 9.0 – Discontinued and Proposed Transactions). During the period ending September 30, 2023 the promissory note was repaid in full.
- In December 2023, the Company concluded two non-brokered private placements by issuing 13,581,428 common shares at a price of $0.07 per share for proceeds of $950,700. As part of these private placements, the Company issued a total of 750,000 shares as consideration of finder's fee valued at $52,500 and a total of 781,500 broker warrants valued at $36,056. Each broker warrant entitles its holder to purchase one common share at $0.07 per share until December 20, 2025. Total share issuance costs amounted to

$107,094 including a finder's fee of $2,205, the fair value of the broker warrants of $36,056 and the shares issued as consideration of finder's fee of $52,500. On completion of the private placement, IAMGOLD Corporation ("IAMGOLD") became a strategic shareholder of Blue Thunder by investing $500,000 in the hard dollar component of the private placement announced on November 13, 2023, acquiring approximately 12.8% of the Company's shares on closing of the private placement.

- In December 2023, the Company concluded a non-brokered private placement by issuing 6,050,000 flow-through shares at a price of $0.075 per share for proceeds of $453,750. As part of this private placements, the Company issued a total of 265,300 broker warrants valued at $12,015. Each broker warrant entitles its holder to purchase one common share at $0.075 per share until December 20, 2025. Total share issuance costs amounted to $36,968 including finder's fees of $19,898 and the fair value of the broker warrants of $12,015.

### FINANCE AND CORPORATE HIGHLIGHTS AFTER DECEMBER 31, 2023

- On January 9, 2024, the Company granted 3,400,000 share options at an exercise price of $0.08 per share expiring on January 8, 2029. Each share option entitles the holder to acquire one common share. The share options vest gradually over a period of six (6) months as follows: 50% of share options are vesting at the date of grant and the remaining 50% of share options are vesting 6 months after the date of grant.

### EXPLORATION HIGHLIGHTS

- Previous work completed by the Company demonstrated the prospectivity of the Project to host several styles of precious- and base-metal mineralization, including:
    - Nelligan-style metasediment-hosted gold mineralization
    - Volcanic massive sulfide (VMS) gold and copper mineralization
    - Abitibi-style lode gold mineralization
- Future work in this large and prospective area will focus on further refining target concepts, improving the understanding of the geologic structural controls on mineralization, and defining additional targets for testing.
- The 2023 work programme consisted of data review and compilation.
- Blue Thunder has formed an advisory technical committee (the "Committee") with support from IAMGOLD (TSX:IMG), who have extensive knowledge of Quebec geology and mineral deposits. The Committee will consist of two nominees of Blue Thunder and two nominees of IAMGOLD. The mandate of the Committee will be to facilitate the exchange of technical information and ideas to assist Blue Thunder in planning the further exploration of the Project and potentially other Quebec projects it may acquire in the future.

### EXPLORATION HIGHLIGHTS AFTER DECEMBER 31, 2023

- The Company does not have subsequent exploration highlights to report.

### OUTLOOK

#### 2024 Plans

The plan for 2024 is to continue compiling data in order to prioritize targets within the Project. It is anticipated that this will lead to exploration activities (geologic mapping, geochemical sampling, and geophysical surveys) followed by drilling late in 2024 or in 2025.

## EXPLORATION ACTIVITIES FOR THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2023

The exploration and evaluation expenses by nature are detailed as in the following table:

**BLUE THUNDER MINING INC.**
**Exploration and evaluation expenses**
**For the three-month periods ended December 31, 2023 and 2022**

| MUUS PROJECT | Q4-2023 | | Q4-2022 |
|---|---|---|---|
| | $ | | $ |
| **Exploration and evaluation expenses** | | | |
| Assays | 288 | | 10,567 |
| Drilling | - | | 199,463 |
| Consulting (contract geologists and other technical specialists) | (132,433) | (1) | 170,904 |
| Camp, field expenses (including geochemistry and geophysics) | (46,553) | (2) | 119,188 |
| Travel, transportation | (8,144) | (3) | 3,283 |
| Other evaluation and exploration expenses | - | | 9,634 |
| Claim maintenance (including acquisition costs) | (14,376) | (4) | 3,230 |
| **Total before tax credit related to resources and mining tax credits** | (201,218) | | 516,269 |
| **Tax credit related to resources and mining tax credits** | (19,262) | (5) | - |
| **Exploration and evaluation expenses net of tax credit related to resources and mining tax credits** | (220,480) | | 516,269 |

(1) During the three-month period ended December 31, 2023, the Company has reclassified an amount of $135,000 of exploration and evaluation consulting fees to management and consulting fees incurred from January 2023 to September 2023.

(2) During the three-month period ended December 31, 2023, the Company has re-estimated some provisions of exploration and evaluation expenses amounted to $55,854 from december 31, 2022 to $Nil.

(3) During the three-month period ended December 31, 2023, the Company has reclassified an amount of $8,144 of exploration and evaluation travel and transportation to business development and investor relations incurred from January 2023 to September 2023.

(4) During the three-month period ended December 31, 2023, the Company cancelled the Nevada Lithium Claim ($18,054) - The Project has never started.

(5) During the three-month period ended December 31, 2023, the Company received refunds for mining tax credits amounted to $3,212 for the year ended December 31, 2022. In addition, the Company recorded an amount of $16,050 for tax credit related to resources and mining tax credits receivable for the year ended December 31, 2023.

## EXPLORATION ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2023

The exploration and evaluation expenses by nature are detailed as in the following table:

**BLUE THUNDER MINING INC.**
**Exploration and evaluation expenses**
**For the years ended December 31, 2023 and 2022**

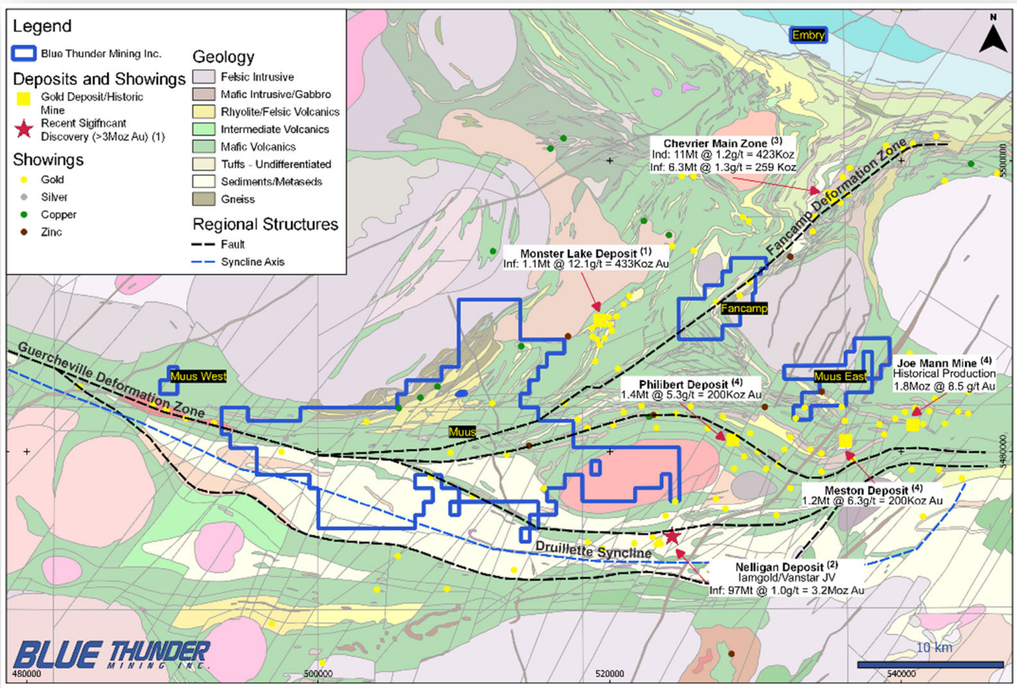
| MUUS PROJECT | 2023 | | 2022 |
|---|---|---|---|
| | $ | | $ |
| **Exploration and evaluation expenses** | | | |
| Assays | 21,620 | | 207,490 |
| Drilling | - | | 199,463 |
| Consulting (contract geologists and other technical specialists) | 42,915 | | 494,937 |
| Camp, field expenses (including geochemistry and geophysics) | (22,653) | (1) | 316,935 |
| Travel, transportation | - | | 20,669 |
| Other evaluation and exploration expenses | 2,586 | | 81,251 |
| Claim maintenance (including acquisition costs) | 62,458 | | 182,338 |
| **Total before tax credit related to resources and mining tax credits** | 106,926 | | 1,503,083 |
| **Tax credit related to resources and mining tax credits** | (371,388) | (2) | - |
| **Exploration and evaluation expenses net of tax credit related to resources and mining tax credits** | (264,462) | | 1,503,083 |

(1) At December 31, 2023, the Company has re-estimated some provisions of exploration and evaluation expenses amounted to $55,854 from December 31, 2022 to $Nil.

(2) During the year ended December 31, 2023, the Company received refunds for tax credit related to resources and mining tax credits amounted to $28,521 for the year ended December 31, 2022, $178,447 for 2020 and $148,370 for 2019. In addition, the Company recorded an amount of $16,050 for tax credit related to resources and mining tax credits receivalbe for the year ended December 31, 2023.

## EXPLORATION PROJECT

Blue Thunder's Muus Gold-Copper project is located in the eastern part of the Archean Abitibi Greenstone Belt in the prolific Chibougamau-Chapais mining camp, which historically has produced over 3 million ounces of gold and 5 billion pounds of copper. The Muus property is located on trend with and at the intersection of two mineralized structures hosting the multi-million-ounce Nelligan gold deposit and the smaller but high-grade Monster Lake gold deposit (433,000 ounces @ 12.1 g/t Au). The map shows the Project location in relation to Nelligan, Monster Lake, and other gold deposits in the district:




The Project is surrounded by active exploration/development projects operated by IAMGOLD. IAMGOLD is an intermediate gold producer and developer based in Canada with operating mines in North America and West Africa whose two primary exploration assets are the Monster Lake and Nelligan gold discoveries which are proximal to / abut the Project. In December 2023 IAMGOLD consolidated 100% ownership in the Nelligan project by acquiring Vanstar Mining. Blue Thunder's Project hosts multiple catalogued mineral occurrences.

The Muus property overlies the intersection of the northeast-trending Fancamp Shear Zone and the east-west trending Guercheville Deformation Zone. It is surrounded by active gold projects including:

- Nelligan gold deposit (2019 QMEA Discovery of the Year) – IAMGOLD: Indicated 2.0 Moz & Inferred 3.60 Moz gold (2023). In 2023 IAMGOLD acquired Vanstar for $31M to acquire Vanstar's 25% interest in the Nelligan project.
- Monster Lake gold deposit – IAMGOLD: Inferred 433 koz gold (2018). In 2020 IAMGOLD paid $8.5m in consideration to acquire Tomagold's 25% interest in the Monster Lake project.
- Anik JV (IAMGOLD earning 75%) – active exploration project operator IAMGOLD. In 2020 IAMGOLD agreed to fund $6.5M of work and pay $3.0M cash to earn 75%.
- Chevrier Main Zone gold deposit – Northern Superior Resources: Indicated 260 koz & Inferred 652 koz gold (2022).
- Joe Mann Gold Mine: historical producer of 1.2Moz gold, recently acquired by Dore Copper.

- Philibert gold deposit – Northern Superior Resources Indicated 279 koz & Inferred 1.7 Moz gold (2022).

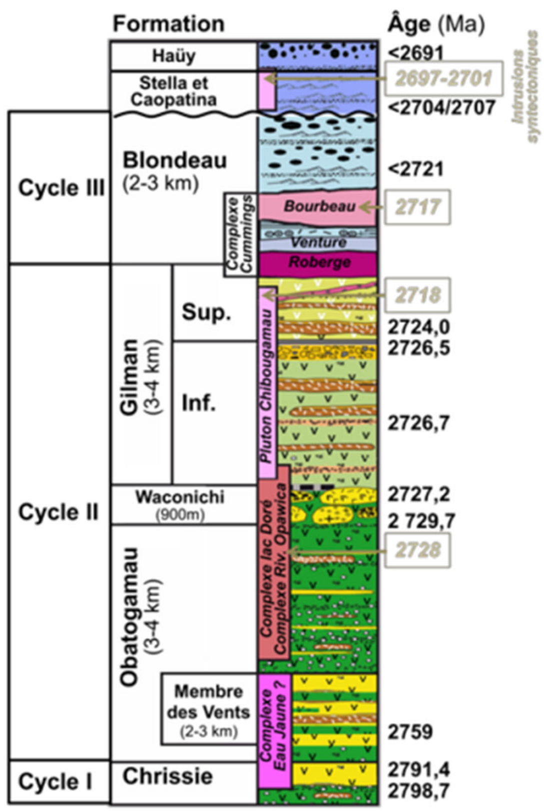
The Chapais-Chibougamau area occurs within the Northern Volcanic Zone of the Abitibi Greenstone Belt. Blue Thunder's Muus, and Muus East properties are underlain by Archean rocks of the:

- 1) Obatogamau Formation - primarily mafic volcanic rocks interstratified with local felsic units such as the Lac Des Vents Complex.
- 2) Caopatina Formation - comprising sedimentary rocks that disconformably overlie the Obatogamau Formation.

The Project has the potential to host lode gold and VMS mineralization, associated with base- and precious-metals. Two major regional deformation zones intersect within the Muus property:

- 1) the east-west trending Guercheville Deformation Zone (which bisects the full length of the Muus property for +20 kms).
- 2) the NE trending Fancamp Deformation Zone.

Both structures and their secondary splays and cross-structures are associated with numerous gold deposits and dozens of gold showings in the region. These units are intruded by kilometric-scale felsic stocks, as well as felsic to mafic dykes and sills. The following is a generalized stratigraphic column for the Project area:




## 2022 EXPLORATION PROGRAM

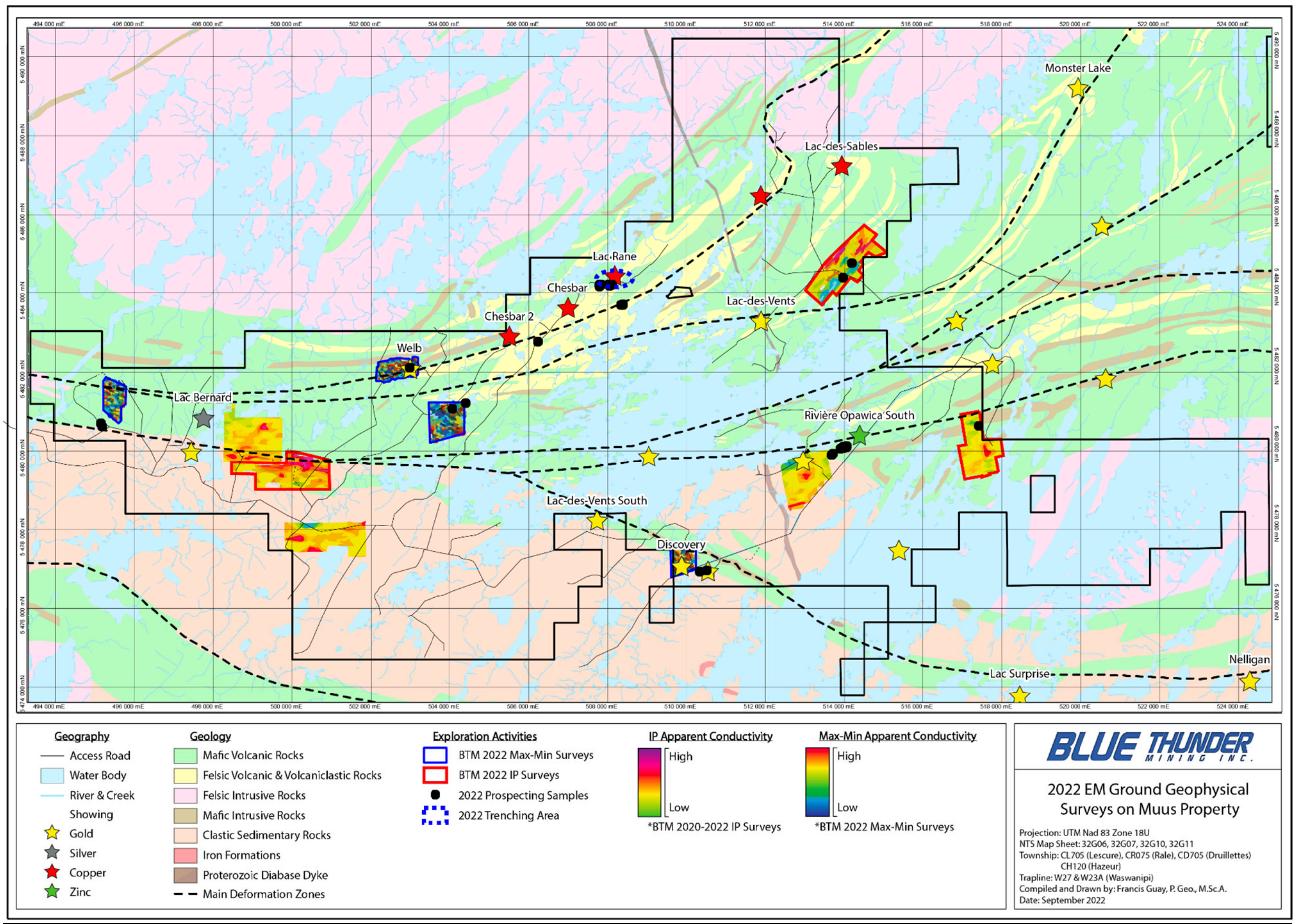
Blue Thunder's 2022 field program at the Muus property was conducted from February to December 2022. Three induced polarization (IP) geophysical surveys were realized during the winter, in addition to four Max-Min electromagnetic (EM) surveys. Those geophysics programs were followed by a prospecting program over some key areas of the Muus property, as well as a trenching program over the Lac Rane copper and gold showing area. Finally, five diamond-drill holes were completed for a total of 1,251 m over the Lac Bernard, Welb showing, and Hazeur areas to test geophysical anomalies.

**Summary of 2022 fieldwork completed on Muus property**

- Geophysics: Four (4) Max-Min and three (3) IP ground geophysical surveys;
- Trenching: 78 channel samples collected from two (2) trenches (plus nine (9) QAQC samples);
- Mapping & Prospecting: 36 outcrops mapped, 51 grab samples collected (plus four (4) QAQC samples); and,
- Diamond-drilling: Five (5) holes totaling 1,251 m, 404 core samples collected (plus 44 QAQC samples).

### Geophysics

This figure summarizes the 2022 ground geophysics surveys:




### Trenching

Blue Thunder initiated a trenching program concurrent with a mapping/prospecting campaign in June 2022. The 2022 trenching program was designed to acquire better knowledge of the stratigraphy and mineralization of the Lac Rane area, where two new trenches were excavated and exposed massive sulfide and copper mineralization. Originally discovered in the same vicinity by Continental Copper Mines Ltée in 1951, this mineralization was characterized by SOQUEM in 1989. In June, during the prospection campaign, two old trenches were discovered in the Lac Rane area. These trenches exposed two lenses of massive sulfide of metre-scale width. These trenches fit with the historic locations of the LC-20 and FA-19 showings, which were excavated by SOQUEM during the summer of 1989. These legacy trenches were remapped and resampled.

Best intervals reported values of 0.036 g/t Au over 1 m and 0.033 g/t Au over 1 m. from trench TR-001, with no significant Cu, Pb or Zn values. Samples collected from trench TR-002 reported 0.023 g/t Au and 1.445% Cu over 0.5 m, as well as 0.031 g/t Au and 0.592% Cu over 0.5 m.

### Drilling

Five (5) holes totaling 1,251 m were drilled from November 5th to December 3rd, 2022. From this drill core, 447 samples (including 44 QAQC samples) were collected from intervals judged visibly to be mineralized and/or hydrothermally altered.

### Hazeur area

Hole MUUS22-14 was collared in the Hazeur area, around 2.5 km east of the Discovery gold showing, to follow up on a strong historical IP anomaly. Soil samples in that area also suggested the proximity of a polymetallic enrichment in the bedrock. Hole MUUS22-14 was drilled with a dip of 45˚ towards 210° for a total of 246 m. Hole MUU22-14 intersected 0.414 g/t Au over 3.1 m beginning at 12 m down hole.

### Welb area

Hole MUUS22-15 was drilled in the Welb area, targeting directly under the Welb showing main historical trench. The hole was also following up on the interpretation of the 2022 Max-Min survey. Hole MUUS22-15 was drilled with a dip of 45˚ towards 180° for a total length of 117 m. There were no noteworthy analytical results from the sampled core.

### Lac Bernard area

Three diamond-drill holes were collared in the Lac Bernard area and were designed to target separate IP anomalies, following up on the winter 2022 IP survey. Hole MUUS22-16 was drilled with a dip of 45˚ towards 180° for a total of 555 m, targeting the main IP anomaly identified. Hole MUUS22-17 was drilled with a dip of 45˚ towards 180° for a total of 228 m, targeting the main IP anomaly identified. Hole MUUS22-18 was drilled with a dip of 45˚ towards 360° for a total of 105 m, targeting the second IP anomaly. Hole MUUS22-18 was canceled at 108 m due to very poor core recovery (less than 50%). There were no significant analytical results from any of the Lac Bernard drill holes, though all exhibited locally intense sericite and carbonate hydrothermal alteration.

## 2023 EXPLORATION PROGRAM

In 2023, the exploration program consisted of data compilation and interpretation. This is ongoing.

## QUALIFIED PERSON

The Company's disclosure of a technical or scientific nature in this Report has been reviewed and approved by John Langton (M.Sc., P.Geo.), a Qualified Person (QP) as defined in National Instrument 43-101, "*Standards of Disclosure for Mineral Projects*".

## FINANCIAL INFORMATION

### Functional and presentation currency

This selected financial information is presented in Canadian dollars, the Company's functional currency.

### IFRS Accounting policies

The Company's significant accounting policies under IFRS are disclosed in Note 6 in the audited annual consolidated financial statements for the year ended December 31, 2023.

### Use of estimates and judgements

Please refer to Note 4.4 of the audited annual consolidated financial statements for the year ended December 31, 2023, for an extended description of the information concerning the Company's significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, and expenses.

### Reporting global event

The increasing tensions related to the ongoing conflict between Russia and Ukraine, and economic sanctions imposed in relation thereto, have contributed to additional volatility in commodity prices. The effect of this global event cannot accurately be predicted.

### Recent accounting pronouncements

During the year ended December 31, 2023, the Company adopted a number of amendments and improvements of existing standards. These included amendments to IAS 8 and IFRS 10. These new standards and changes did not have any material impact on the Company's financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the financial statements.

### Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024.

### Dividends

The Company has no dividend policy.

## SELECTED ANNUAL FINANCIAL INFORMATION

The following selected financial information is derived from our audited financial statements for each of the years ended ("YE") 2021 to 2023:

**BLUE THUNDER MINING INC.**
**SELECTED ANNUAL FINANCIAL INFORMATION**

| | YE-2023 | YE-2022 | YE-2021 |
|---|---|---|---|
| | **December 31 2023** | **December 31 2022** | **December 31 2021** |
| | **$** | **$** | **$** |
| **CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS** | | | |
| **Operating expenses :** | | | |
| Management and consulting fees | **616,996** | 304,557 | 520,247 |
| Business development and investor relations | **111,207** | 322,997 | 80,572 |
| Office and other expenses | **23,886** | 40,928 | 87,562 |
| Registration, listing fees and shareholders information | **50,002** | 56,131 | 54,009 |
| Professional fees | **141,793** | 107,119 | 75,816 |
| Share-based compensation | **7,129** | 164,481 | 72,017 |
| Exploration and evaluation expenses | **106,926** | 1,503,083 | 2,062,790 |
| | **1,057,939** | 2,499,296 | 2,953,013 |
| **Other expense (income):** | | | |
| Tax credits related to resources receivable and mining tax credits | **(371,388)** | - | - |
| Flow-through share premium (1) | **-** | (199,952) | (625,225) |
| Part XII.6 tax | **20,458** | - | - |
| Write-off of sales tax receivable | **60,596** | - | - |
| Interest income | **(9,668)** | (24,730) | (3,954) |
| | **(300,002)** | **(224,682)** | **(629,179)** |
| **Net loss and comprehensive loss** | **(757,937)** | (2,274,614) | (2,323,834) |
| **Basic and diluted loss per share:** | **(0.02)** | (0.07) | (0.11) |

| | YE-2023 | YE-2022 | YE-2021 |
|---|---|---|---|
| | **December 31 2023** | **December 31 2022** | **December 31 2021** |
| | **$** | **$** | **$** |
| **CONSOLIDATED STATEMENTS OF FINANCIAL POSITION** | | | |
| Cash | **1,123,569** | 38,324 | 1,633,285 |
| Other receivables | **38,130** | 459,153 | 523,003 |
| Prepaid expenses | **7,718** | 27,482 | 160,158 |
| **Total current assets** | **1,169,417** | 524,959 | 2,316,446 |
| **Total assets** | **1,169,417** | 524,959 | 2,316,446 |
| Trade accounts payable and other liabilities | **676,723** | 642,416 | 618,818 |
| Flow-through share premium liability (1) | **30,250** | - | 199,952 |
| **Total current liabilities** | **706,973** | 642,416 | 818,770 |
| Share capital | **8,810,308** | 7,527,670 | 7,151,991 |
| Warrants | **553,940** | 505,869 | 851,149 |
| Contributed surplus | **1,299,874** | 1,292,745 | 1,128,264 |
| Deficit | **(10,201,678)** | (9,443,741) | (7,633,728) |
| **Total equity (deficiency)** | **462,444** | (117,457) | 1,497,676 |
| **Total liabilities & equity (deficiency)** | **1,169,417** | 524,959 | 2,316,446 |

(1) When flow- through shares are issued at a premium to the market share price, a liability is recognized for the excess amount paid. As exploration work is carried out, the Company reduces its flow- through spending commitment (and liability) for the amount of eligible exploration and evaluation expenses (as defined by the Income Tax Act) incurred and derecognizes the original flow- through share premium liability.

**Results of operations for the year ended December 31, 2023 (YE-2023)**

***Net loss and comprehensive loss***

The basic and diluted loss per share during the YE-2023 is $0.02 ($0.07 in 2022 and $0.11 in 2021). During the YE-2023, the Company realized a net loss and comprehensive loss of $757,937 as compared to a net loss of $2,274,614 for the YE-2022 (a decrease of $1,516,677 in 2023 compared to 2022) and to a net loss of $2,323,834 for the YE-2021 (a decrease of $49,220 in 2022 compared to 2021).

The decrease of $1,516,677 for YE-2023 as compared to YE-2022 in net loss and comprehensive loss is mostly attributable to a significant decrease of $1,441,357 in operating expenses 2023 (mainly made up of a decrease of $1,396,157 in exploration and evaluation expenses combined with an increase of $75,320 in other income).

The decrease of $49,220 for YE-2022 as compared to YE-2021 in net loss and comprehensive loss is mostly attributable to a decrease of $453,717 in operating expenses (made up of exploration and evaluation expenses of $1,503,083 in YE-2022 compared to $2,062,790 of exploration and evaluation expenses for YE2021), offset by a decrease of $404,497 in other income.

***Statements of financial position***

The total assets as at December 31, 2023 were $1,169,417 as compared to $524,959 and $2,316,446 for the years ended December 31, 2022 and 2021 respectively. The increase of $644,458 in total assets in 2023 compared to 2022 is mainly due to an increase of $1,085,245 in cash mainly due to proceeds of $1,404,450 from the private placements concluded in YE-2023 as compared to proceeds of $500,000 from private placements concluded in YE-2022 offset by a decrease in other receivables of $421,023 which consisted mainly of refunds in YE-2023 of sales tax of approximately $355,000 from YE-2022 combined with a write-off in YE-2023 of $60,596 of sales tax receivable from YE-2022 (not refunded because it was deemed ineligible).

The decrease of $1,791,487 in total assets in 2022 compared to 2021 is mainly due to a decrease of $1,594,961 in cash primarily attributable to exploration and evaluation expenses of $1,503,083 in YE-2022 combined with a decrease of $1,107,500 in funds raised from private placements ($500,000 in YE-2022 compared to $1,607,500 in YE-2021).

The total current liabilities as at December 31, 2023 were $706,973 as compared to $642,416 and $818,770 for the years ended December 31, 2022 and 2021 respectively. There were no major changes for YE-2023 as compared to YE-2022.

The decrease of $176,354 in total current liabilities in 2022 compared to 2021 is mainly due to the amortization of the liability related to flow-through shares of $199,952 in YE-2022.

The total equity as at December 31, 2023 were $462,444 compared to a deficiency of $117,457 and to an equity of $1,497,676 for the years ended December 31, 2022 and 2021 respectively.

The increase of $579,901 in equity in 2023 compared to 2022 is mainly due to the shares issued through private placements in December 2023, amounted to $1,282,638 net of share issuance costs of $144,062 and net of a flow-through share premium liability of $30,250, combined with the value of the broker warrants issued in December 2023 of $48,071 offset by the net loss and comprehensive loss of $757,937.

The decrease of $1,615,013 in equity in 2022 compared to 2021 is mainly due to the units issued through private placements in September 2022, amounted to $375,679 net of share issuance costs of $5,000 and warrants issued of $119,321, combined with the share-based compensation expense of $164,481 in YE-2022 and the value of $464,601 of the 2,205,402 warrants expiring in YE-2022, offset by the net loss and comprehensive loss of $2,274,614 in YE-2022.

***Operating expenses***

During YE-2023, operating expenses were $1,057,939 as compared to $2,499,296 for YE-2022.

The decrease of $1,441,357 for YE-2023 as compared to YE-2022 in operating expenses is attributable to a significant decrease of $1,396,157 in exploration and evaluation expenses combined with a decrease of $157,352 in share-based compensation in YE-2023 due to no grant of share options in YE-2023, a decrease of $211,790 in business development and investor relations mainly due to a significant reduction of investor relations consultants hired in YE-2023, offset by an increase of $312,439 in management and consulting fees YE-2023 mostly attributable to an increase of $285,000 in management fees for the CEO and the Non-Executive Chairman ($405,000 for YE-2023 compared to $120,000 for YE-2022). The increase of $285,000 for YE-2023 includes bonus amounted of $80,000 paid in December 2023 as compared to $Nil in 2022.

During YE-2022, operating expenses were $2,499,926 as compared to $2,953,013 for YE-2021.

The decrease of $453,717 for YE-2022 as compared to YE-2021 in operating expenses is mainly attributable to a decrease of $559,707 in exploration and evaluation expenses combined with a decrease of $215,690 in management and consulting fees, offset by an increase of $242,425 in business development and investor relations (due to significant increase of investor relations consultants hired in YE-2022) and an increase of $92,464 in share-based compensation (due to an increase of approximately 1,890,000 shares options granted in YE-2022 (2,250,000 share options granted in YE-2022 compared to 358,511 share options granted in YE-2021).

### *Other expense (income)*

During YE-2023, other income was $300,002 as compared to other income of $224,682 for YE-2022.

The increase of $75,320 in other income is mostly attributable to the refunds and provision for tax credit related to resources and mining tax credits amounted to $371,388 for YE-2023 offset by an increase of $60,596 in write-off of sales tax receivable recognized in YE-2023 (not refunded because it was deemed ineligible) and a decrease of $199,952 in flow-through share premium in YE-2023 as compared to YE-2022 which consisted essentially of the remaining amortization of the liability related to flow-through shares financing raised in 2020 and 2021.

During YE-2022, other income was $224,682 as compared to other income of $629,179 for YE-2021.

The decrease of $404,497 in other income is attributable to a significant decrease of $425,273 in flow-through share premium in YE-2022 due to a decrease of $613,798 of exploration and evaluation expenses eligible to reduce the obligation related to flow-through share financings ($1,255,187 for YE-2022 compared to $1,868,985 for YE-2021), which consisted essentially of the amortization of the liability related to flow-through shares financing raised in 2020 and 2021. In December 2022, the Company fulfilled its obligation related to flow-through share financings raised in 2020 and 2021.

## SELECTED QUARTERLY FINANCIAL INFORMATION

The Company anticipates that the quarterly and annual results of operations will primarily be impacted for the near future by several factors, including the timing and efforts of the exploration's expenses and efforts related to the development of the Company. Due to these fluctuations, the Company believes that the quarter- to-quarter and the year-to-year comparisons of the operating results may not be a good indication of its future performance.

The following selected quarterly financial information is derived from our unaudited condensed interim financial statements for each of the three-month periods indicated.

**BLUE THUNDER MINING INC.**
**SELECTED QUARTERLY FINANCIAL INFORMATION**

| | Q4-2023 | Q3-2023 | Q2-2023 | Q1-2023 | Q4-2022 | Q3-2022 | Q2-2022 | Q1-2022 |
|---|---|---|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ | $ | $ | $ |
| **CONSOLIDATED STATEMENTS OF** | | | | | | | | |
| **LOSS (INCOME) AND COMPREHENSIVE LOSS (INCOME)** | | | | | | | | |
| **Operating expenses :** | | | | | | | | |
| Management and consulting fees | **390,200** | 75,780 | 73,291 | 77,725 | 45,323 | 87,757 | 87,159 | 84,318 |
| Business development and investor relations | **77,306** | - | 13,500 | 20,401 | 59,743 | 83,404 | 88,400 | 91,450 |
| Office and other expenses | **13,538** | 7,927 | (7,849) | 10,270 | 10,099 | 7,886 | (1,175) | 24,118 |
| Registration, listing fees and shareholders information | **7,615** | 5,823 | 13,286 | 23,278 | 21,835 | 1,491 | 14,952 | 17,853 |
| Professional fees | **31,221** | 19,275 | 28,703 | 62,594 | 26,410 | 53,332 | 26,927 | 450 |
| Share-based compensation | **(442)** | - | 1,802 | 5,769 | (45,566) | 8,693 | 52,006 | 149,348 |
| Exploration and evaluation expenses | **(201,218)** | 82,089 | 96,378 | 129,677 | 516,269 | 160,496 | 412,367 | 413,951 |
| | **318,220** | 190,894 | 219,111 | 329,714 | 634,113 | 403,059 | 680,636 | 781,488 |
| **Other expenses (income):** | | | | | | | | |
| Tax credits related to resources receivable and mining tax credits | **(19,262)** | (203,756) | - | (148,370) | - | - | - | - |
| Flow-through share premium (1) | **-** | - | - | - | (28,823) | (19,360) | (78,280) | (73,489) |
| Part XII.6 tax | **20,458** | - | - | - | - | - | - | - |
| Write-off of sales tax receivable | **60,596** | - | - | - | - | - | - | - |
| Interest income | **-** | (6,408) | (82) | (3,178) | - | (23,067) | (1,272) | (391) |
| | **61,792** | (210,164) | (82) | (151,548) | (28,823) | (42,427) | (79,552) | (73,880) |
| **Total net (loss) income and comprehensive (loss) income** | **(380,012)** | **19,270** | **(219,029)** | **(178,166)** | **(605,290)** | **(360,632)** | **(601,084)** | **(707,608)** |
| **Basic and diluted (loss) income per share:** | **(0.01)** | 0.00 | (0.01) | (0.01) | (0.02) | (0.01) | (0.02) | (0.02) |

| | Q4-2023 | Q3-2023 | Q2-2023 | Q1-2023 | Q4-2022 | Q3-2022 | Q2-2022 | Q1-2022 |
|---|---|---|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ | $ | $ | $ |
| **CONSOLIDATED STATEMENTS OF FINANCIAL POSITION** | | | | | | | | |
| Cash | **1,123,569** | 31,343 | 86,727 | 513,042 | 38,324 | 489,579 | 438,836 | 669,765 |
| Other receivables | **38,130** | 130,172 | 107,853 | 135,180 | 459,153 | 461,050 | 416,475 | 568,212 |
| Prepaid expenses | **7,718** | - | 2,831 | 12,325 | 27,482 | 42,086 | 94,697 | 145,081 |
| **Total current assets** | **1,169,417** | 161,515 | 197,411 | 660,547 | 524,959 | 992,715 | 950,008 | 1,383,058 |
| **Total assets** | **1,169,417** | 161,515 | 197,411 | 660,547 | 524,959 | 992,715 | 950,008 | 1,383,058 |
| Trade accounts payable and other liabilities | **676,723** | 649,326 | 590,492 | 700,401 | 642,416 | 430,493 | 511,487 | 317,180 |
| Convertible promissory note | **-** | - | 114,000 | 250,000 | - | - | - | - |
| Flow-through share premium liability (1) | **30,250** | - | - | - | - | 28,823 | 48,184 | 126,463 |
| **Total current liabilities** | **706,973** | 649,326 | 704,492 | 950,401 | 642,416 | 459,316 | 559,671 | 443,643 |
| **Total equity (deficiency)** | **462,444** | (487,811) | (507,081) | (289,854) | (117,457) | 533,399 | 390,337 | 939,415 |
| **Total liabilities & equity (deficiency)** | **1,169,417** | 161,515 | 197,411 | 660,547 | 524,959 | 992,715 | 950,008 | 1,383,058 |

(1) When flow-through shares are issued at a premium to the market share price, a liability is recognized for the excess amount paid. As exploration work is carried out, the Company reduces its flow-through spending commitment (and liability) for the amount of eligible exploration and evaluation expenses (as defined by the Income Tax Act) incurred and derecognizes the original flow-through share premium liability.

The net loss and comprehensive loss of $380,012 for Q4-2023 is mostly attributable to management and consulting fees of $390,200 combined with a write-off of sales tax receivable of $60,596 offset by recovered exploration and evaluation expenses of $201,218. This recovered amount mainly consists of a reclassification of $135,000 of exploration and evaluation expenses (geology consulting fees), to management and consulting fees incurred from January 2023 to September 2023, and a downward review of exploration and evaluation expenses provisions amounted to $55,854.

The net income and comprehensive income of $19,270 for Q3-2023 is mostly attributable to exploration and evaluation expenses of $82,089 offset by refunds of tax credit related to resources and mining tax credits of $203,756.

The net loss and comprehensive loss of $219,029 for Q2-2023 is mostly attributable to exploration and evaluation expenses of $96,378.

The net loss and comprehensive loss of $178,166 for Q1-2023 is mostly attributable to professional fees of $62,594 and exploration and evaluation expenses of $129,677 offset by refunds of tax credit related to resources and mining tax credits of $148,370.

The net loss and comprehensive loss of $605,290 for Q4-2022 is mostly attributable to exploration and evaluation expenses of $516,269 offset by an adjustment of $61,619 in share-based compensation recorded in Q4-2022.

The net loss and comprehensive loss of $360,632 for Q3-2022 is mostly attributable to exploration and evaluation expenses of $160,496.

The net loss and comprehensive loss of $601,084 for Q2-2022 is mostly attributable to exploration and evaluation expenses of $412,367.

The net loss and comprehensive loss of $707,608 for Q1-2022 is mostly attributable to exploration and evaluation expenses of $413,951 combined with share-based compensation of $149,348.

### Results of operations for the three-month period ended December 31, 2023 (Q4-2023)

#### *Net loss and comprehensive loss*

The basic and diluted income per share for Q4-2023 is $0.01 as compared to a basic and diluted loss per share of $0.02 for Q4-2022.

During Q4-2023, the Company realized a net loss and comprehensive loss of $380,012 as compared to a net loss and comprehensive loss of $605,290 for Q4-2022.

The decrease of $225,278 for Q4-2023 as compared to Q4-2022 in net loss and comprehensive loss is mostly attributable to a decrease in operating expenses of $315,893.

#### *Operating expenses*

During Q4-2023, operating expenses were $318,220 as compared to $634,113 for Q4-2022.

The decrease of $315,893 for Q4-2023 as compared to Q4-2022 in operating expenses is mainly attributable to a decrease of $717,487 in exploration and evaluation expenses mostly attributable by a reclassification of $135,000 of exploration and evaluation expenses to management and consulting fees combined with a downward review of exploration and evaluation expenses provisions amounted to $55,854, offset by an increase of $344,877 in management and consulting fees mostly attributable to an increase of $285,000 management fees for the CEO and the Non-Executive Chairman ($315,000 for Q4-2023 compared to $30,000). The increase of $285,000 includes bonus amounted of $80,000 paid in December 2023 as compared to $Nil in 2022 and a reclassification of $135,000 of exploration and evaluation expenses (geology consulting fees), to management and consulting fees incurred from January 2023 to September 2023.

#### *Other expenses (income)*

During Q4-2023, other expenses was $61,792 as compared to other income of $28,823 for Q4-2022. The increase of $90,615 in other expenses is attributable to an increase of $60,586 in write-off of sales tax receivable combined with a decrease of $28,823 in flow-through share premium in Q4-2023 which consisted essentially of the remaining amortization of the liability related to flow-through shares financing raised in December 2021. The obligation to incur exploration and evaluation expenses of $862,500 has been fulfilled in early December 2022.

## CASH FLOWS

Please refer to the audited annual consolidated cash flows statements for the year ended December 31, 2023, for a summary of the Company's transactions with related parties.

### Cash flows used for operating activities

Cash flows used for operating activities were $302,901 during YE-2023, a decrease of $1,787,060 as compared to cash flows used for operating activities of $2,089,961 during YE-2022. The decrease is mostly explained by a decrease of $1,619,873 in cash flows used for operating activities before changes in working capital primarily consisted in a decrease in exploration and expenses of $1,396,157 in 2023 as compared to 2022.

### Cash flows from financing activities

Cash flows from financing activities were $1,388,146 during YE-2023, an increase of $893,146 as compared to cash flows of $495,000 from financing activities during YE-2022. The increase is attributable to an increase of $904,450 in proceeds from private placements ($1,404,450 in 2023 compared to $500,000 in 2022).

### Cash flows from investing activities

There were no activities in cash flows from investing activities in YE-2023 and YE-2022.

## OTHER FINANCIAL DISCLOSURES

### Related party transactions

Please refer to Note 18 of the audited annual consolidated financial statements for the year ended December 31, 2023, for a summary of the Company's transactions with related parties.

### Contingency

Please refer to Note 19 of the audited annual consolidated financial statements for the year ended December 31, 2023, for a summary of the Company's commitments.

### Subsequent events

Please refer to Note 23 of the audited annual consolidated financial statements for the year ended December 31, 2023, for a summary of the Company's subsequent events.

### Off-financial position arrangements

As at December 31, 2023, the Company has no off-financial position arrangements:

### Going concern assumption

The accompanying financial statements have been prepared on the basis of the going concern assumption meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period.

Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt on the Company's ability to continue as a going concern and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

For the year ended December 31, 2023, the Company recorded a net loss of $757,937 ($2,274,614 for the year ended December 31, 2022) and had negative cash flows from operations of $302,901 ($2,089,961 for the year ended December 31, 2022). In addition, the Company had accumulated deficit of $10,201,678 as at December 31, 2023 ($9,443,741 as at December 31, 2022). Besides the usual needs for working capital, the Company must obtain funds to enable it to meet the timelines of its exploration programs and to pay its overhead and administrative costs. As at December 31, 2023, the Company had a working capital (total current assets less total current liabilities) of $462,444 (a working capital deficit of $117,457 as at December 31, 2022) including cash of $1,123,569 ($38,324 in cash as at December 31, 2022). Management believes that these funds will not be sufficient to meet the obligations and liabilities of the Company. These material uncertainties cast significant doubt regarding the Company's ability to continue as a going concern. Any funding shortfall may be met in the future in a number of ways, including but not limited to, the issuance of new equity instruments. Given that the Company has not yet determined whether its mineral properties contain mineral deposits that are economically recoverable, the Company has not yet generated income nor cash flows from its operations. During the year ended December 31, 2023, the Company has raised $1,404,450 ($500,000 during the year ended December 31, 2022) from private placements consisting of common shares and flow-through shares to fund exploration works and working capital. There is no assurance that it will succeed in obtaining additional financing in the future.

### Capital management policies and procedures

Please refer to Note 21 of the audited annual consolidated financial statements for the year ended December 31, 2023, for a summary of the Company's capital management policies and procedures.

### Disclosure of outstanding share data

The following selected financial information is derived from our unaudited financial statements.

**BLUE THUNDER MINING INC.**

**Disclosure of outstanding share data (as at April 15, 2024)**

| | | |
|---|---|---|
| **Outstanding common shares:** | 57,377,063 | |
| **Outstanding share options:** | 5,454,640 | |
| Average exercise price of: | $0.156 | |
| Average remaining life of: | 4.14 | years |

| Expiry date | Number of granted share options | Number of exercisable share options | Exercise price | Remaining life |
|---|---|---|---|---|
| | | | $ | (years) |
| August 6, 2025 | 148,936 | 148,936 | 0.66 | 1.31 |
| March 18, 2026 | 52,979 | 52,979 | 0.47 | 1.92 |
| January 7, 2027 | 478,722 | 478,722 | 0.24 | 2.73 |
| August 23, 2027 | 106,383 | 106,383 | 0.24 | 3.35 |
| October 18, 2027 | 1,010,639 | 868,795 | 0.24 | 3.51 |
| June 11, 2028 | 456,981 | 456,981 | 0.19 | 4.16 |
| January 9, 2029 | 3,200,000 | 1,500,000 | 0.08 | 4.74 |
| | 5,454,640 | 3,612,796 | | |

| | | |
|---|---|---|
| **Outstanding warrants:** | 16,111,552 | |
| Average exercise price of: | $0.274 | |
| Average remaining life of: | 1.09 | years |

| Expiry date | Number of granted warrants | Exercise price | Remaining life |
|---|---|---|---|
| | | $ | (years) |
| December 29, 2024 | 7,972,553 | 0.330 | 0.71 |
| September 19, 2025 | 7,092,199 | 0.240 | 1.43 |
| December 20, 2025 | 781,500 | 0.070 | 1.68 |
| December 20, 2025 | 265,300 | 0.075 | 1.68 |
| | 16,111,552 | | |

## RISK AND UNCERTAINTIES

The Company is subject to a variety of risks, some of which are described below. If any of the following risks occur, the business, results of operations or financial condition could be adversely affected in a material manner.

### Financial instrument risks

Please refer to Note 19 of the audited annual consolidated financial statements for the year ended December 31, 2023, for a summary of the Company's financial instruments risks.

### Russia/Ukraine and Middle East conflicts

The increasing tensions related to the ongoing conflict between Russia and Ukraine as well as those in the Middle East, and economic sanctions imposed in relation thereto, have contributed to additional volatility in commodity prices. The effect of this global event cannot accurately be predicted.

**Exploration and mining risks**

The Company's future is dependent on its exploration and development programs. The exploration and development of mineral deposits involves significant financial risks over a prolonged period of time, which may not be eliminated even through a combination of careful evaluation, experience and knowledge. Few projects that are explored are ultimately developed into economically viable operating mines. Major expenses on the Company's exploration projects may be required to construct mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary or full feasibility studies on the Company's projects, or the current or proposed exploration programs on any of the projects in which the Company has exploration rights, will result in any profitable commercial mining operations. The Company cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing mineral resources or mineral reserves.

Estimates of mineral resources or mineral reserves and any potential determination as to whether a mineral deposit will be commercially viable can also be affected by such factors as: the particular attributes of the deposit, such as its size and grade; unusual or unexpected geological formations and metallurgy; proximity to infrastructure; financing costs; precious metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Company not receiving an adequate return on its invested capital or suffering material adverse effects to its business and financial condition. Exploration and development projects also face significant operational risks including but not limited to an inability to obtain access rights to projects, accidents, equipment breakdowns, labour disputes (including work stoppages and strikes), and other unanticipated interruptions.

**Titles to projects**

While the Company has diligently investigated title to the various projects in which it has an interest, and to the best of its knowledge, titles to those projects are in good standing, this should not be construed as a guarantee of title. The projects may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

**Permits and licenses**

The Company's operations may require licenses and permits from various governmental authorities. The Company will use its best efforts to obtain all applicable licenses and permits to carry on the activities which it intends to conduct, and it intends to comply in all applicable material aspects with the terms of such licenses and permits. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development, and mining operations at its projects.

**Metal prices**

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

**Competition**

The mining industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

**Environmental regulations**

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

**Conflicts of interest**

Certain directors or proposed directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource projects. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

**Stage of development**

The Company's projects are in the exploration stage, and to date none of them have an estimation of mineral reserves. The Company does not have a history of earnings or providing a return on investment, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

**Industry conditions**

Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations such as restrictions on production, price controls, tax increases, expropriation of project, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Company, such as government regulations. The effect of these factors cannot be accurately determined.

**Uninsured hazards**

Hazards such as unusual geological conditions are involved in exploring for and developing mineral deposits. The Company may become subject to liability for pollution or other hazards which cannot be insured against or against which the Company may elect not to insure because of the high cost of premiums or for other reasons. The payment of any such liability could result in the loss of Company assets or the Company's insolvency.

**Future financing**

Completion of future programs may require additional financing, which may dilute the interests of existing shareholders. The only sources of future funding presently available to QPM are the sale of equity capital, or the offering or sale by QPM of an interest in its non-core projects. Currently, QPM has no projects that are under a purchase agreement requiring cash payment obligations. All projects in Eeyou Istchee James Bay territory are 100% owned and the only financial obligations are the annual payments of mining claim renewal fees. The availability of financing is not assured and is subject to market conditions.

**Key employees**

Management of the Company rests on a few key officers and members of the board of directors, the loss of any of whom could have a detrimental effect on its operations.

### Canada Customs and Revenue Agency

No assurance can be made that Canada Customs and Canada Revenue Agency will agree with the Company's characterization of expenses as Canadian exploration expenses or Canadian development expenses or the eligibility of such expenses as Canadian exploration expenses under the *Income Tax Act* (Canada).

## CERTIFICATION OF ANNUAL FILINGS

The Chief Executive Officer and the Chief Financial Officer have signed the Basic Certifications of Annual Filings as required by National Instrument 52-109 for venture issuer, thus confirming, the review, the absence of misrepresentations and the fair presentation of the annual filings.

- The Chief Executive Officer and the Chief Financial Officer confirm to have reviewed the annual financial statements and the annual MD&A (together, the "annual filings") of the Company for the year ended December 31, 2023.
- Based on their knowledge, having exercised reasonable diligence, the Chief Executive Officer and the Chief Financial Officer confirm that the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.
- Based on their knowledge, having exercised reasonable diligence, the Chief Executive Officer and the Chief Financial Officer confirm that the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the period presented in the annual filings.