

HANNAN METALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MAY 31, 2023

This discussion and analysis of financial position and results of operation is prepared as at September 26, 2023 and should be read in conjunction with the audited consolidated financial statements and the accompanying notes for the years ended May 31, 2023 and 2022 of Hannan Metals Ltd. ("Hannan" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward-looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, that the political environment in which the Company operates will continue to support the development and operation of mining projects, the threat associated with outbreaks of viruses and infectious diseases, including the novel COVID-19 virus, measures taken by governments, the Company or others to attempt to mitigate the effects of or reduce the spread of COVID-19, may affect the Company, whether directly or through effects on employee health, workforce productivity and availability (including the ability to transport personnel to where the Company has operations), travel restrictions, risks related to negative publicity with respect to the Company or the mining industry in general, unexpected geological conditions, local community relations, dealings with non-governmental organizations, delays in operations due to permit grants, environmental and safety risks. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com or the Company's website www.hannanmetals.com and readers are urged to review these materials.

Company Overview

The Company currently is a reporting issuer in British Columbia and Alberta. The Company's common shares are listed on the TSX Venture Exchange ("TSXV") and trade under the symbol "HAN". The Company's principal, registered and records office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

Hannan holds a significant tenure position in Peru, a country that is dominated by some of the world's largest exploration and mining companies. Hannan is one of the few juniors to acquire such a significant land position. The Company is focussed on two new frontier areas in Peru. Both are in the sub-Andean zone which is characterized by highland jungle in the transition between the Cordillera and Amazon Basin.

In September 2022 the Company completed a \$2,570,400 private placement financing with Teck Resources Limited (“Teck”), as described in “Financing Activities”. The Company also proposes to conduct a non-brokered private placement financing to raise up to \$1,340,000, as described in “Financial Liquidity / Capital Resources”.

San Martin Discovery History

In late 2018 at San Martin in Peru, Hannan recognized the significant potential for large copper-silver deposits and aggressively staked a commanding tenure position. In 2020 the Company signed a significant US \$35,000,000 earn-in and Joint Venture on one third of our ground holding at San Martin with the Japan Organization for Metals and Energy Security (“JOGMEC”). JOGMEC is an independent administrative agency within the Japanese government which, among other things, seeks to secure stable resource supply for Japan.

The San Martin Project covers a new, basin-scale high-grade sediment-hosted copper-silver system that extends over 200 km x 100 km along the foreland region of the eastern Andes Mountains. Mineralization is geologically similar to the vast Kupferschiefer deposits in Eastern Europe. Sediment-hosted stratiform copper-silver deposits are among the two most important copper sources in the world, the other being copper porphyries.

Valiente Discovery History

Hannan’s second major project in Peru is Valiente located 300 km south of the San Martin Project. Here the Company is targeting Miocene age porphyry copper-gold in a back-arc setting in Central Eastern Peru. Hannan considers the belt to be a potential new metallogenic province of Peru. Located far inboard of the conventional porphyry settings, the project shows regional similarities to deposits such as the large Bajo de Alumbrera copper-gold porphyry in Argentina.

In 1984 Ingemmet, the Peruvian Geological Survey, conducted mapping in the central part of the Central Cordillera in the Departments of Huanuco and Ucayali. The area was sporadically explored during the 1990’s by Gitennes, Newcrest, BHP, WMC and others but records are sparse. At this time, access to the area was restricted because of unpredictable security conditions and poor infrastructure.

From 2020 to 2021, Hannan launched a greenfields exploration program for porphyry and epithermal gold deposits in the high jungle areas of the Eastern Cordillera of Peru, which included regional database compilation, target generation, and field mapping. Hannan also conducted regional stream sediment sampling (fine clay fraction). The target generation permitted definition of prospective area, one of which was the Valiente block located along the eastern flank of the Central Cordillera, Department of Ucayali.

In 2022, field work started in the Belen area which represents a small proportion (4%) of Hannan’s total landholding at Valiente. In this area, several geochemical anomalies were found, with boulders of diorite porphyry containing quartz-sulfide and magnetite veinlets. Subsequent mapping, soil and rock sampling at Belen during the last two months has identified porphyry-style alteration and veinlets.

Hannan’s exploration programs are fully funded in 2023 with a Peru-wide exploration project budget of US \$2,700,000, of which US \$1,600,000 will be funded by JOGMEC for the San Martin JV Project. At San Martin the focus is to continue to build a basin-scale project and work towards drilling in fiscal 2023. At Valiente, the Company is permitting the drilling test of the most advanced areas and continues with soil sampling, mapping and trenching in new target areas. During 2022 Hannan completed a high resolution airborne magnetic survey.

Field and social teams are actively engaged in the area, with Hannan’s policy to undertake exploration activities only within areas where full support from local stakeholders exists.

Management believes Hannan is uniquely leveraged to make significant grassroots discoveries in two prospective, yet unexplored terrains in Peru. If successful, these will be compelling targets for the major gold and copper mining houses in the years to come.

Properties Update

Peru

San Martin JV Project (Copper-Silver, Peru, 90 mining concessions for 585 sq km)

The San Martin JV Project is in north-eastern Peru. Project access is excellent via a proximal paved highway, while the altitude ranges from 400 metres to 1,600 metres in a region of high rainfall and predominantly forest cover. Hannan has staked a total of 90 mineral concessions for a total of 585 sq km, covering multiple trends within a 120 km of combined strike for sedimentary-hosted copper-silver mineralization. A total of 60 granted mining concessions for 434 sq km have been granted, while the remainder remain under application.

On November 27, 2020, as amended April 17, 2023, Hannan signed a binding letter agreement for an Option and Joint Venture Agreement (the “JOGMEC Agreement”) with JOGMEC. Under the JOGMEC Agreement, JOGMEC has the option to earn up to a 75% beneficial interest in the San Martin JV Project by spending up to US \$35,000,000 to deliver to the joint venture (“JV”) a feasibility study. Details of the agreement are below - see “*JOGMEC Agreement*”.

The San Martin JV Project covers a new, basin-scale high-grade sediment-hosted copper-silver system situated along the foreland region of the eastern Andes Mountains. Geologically, analogues include the Spar Lake sediment hosted copper-silver deposit in Montana and the vast Kupferschiefer deposits in Eastern Europe where KGHM Polska Miedz (“KGHM”) operates the largest silver producing mine in the world, more than twice the production of any other operation, and also the sixth biggest copper miner on earth. Sediment-hosted stratiform copper-silver deposits are among the two most important copper sources in the world, the other being copper porphyries.

Hannan recognized the significant potential for large copper-silver deposits in this part of Peru and has aggressively staked a commanding position of prospective where mineralized outcrops and boulders have been discovered in context with a consistent mineralized horizon geology over 120 kilometres of combined strike.

Since 2021, the Company has focussed on the Tabalosos project in the northwest of the project area where high-grade copper and silver mineralization has been discovered over 15 kilometres of strike within at least 2 structural corridors. At San Martin outcrop is extremely poor with <1% exposed rock in the area. Individual outcrops were located with the aid of soil samples and LiDAR surveying. Nevertheless, Hannan’s detailed geological facies analysis across the project has identified the economic geological implications for high-grade stratabound sediment hosted copper mineralization that may have significant lateral continuity across the Huallaga basin.

Detailed mapping of outcrops with correlating stratigraphic columns demonstrates that copper mineralization is hosted by an organic rich shale facies within an approximately 10m thick bleached/ altered and copper anomalous package of shaly siltstones. This sequence represents a different depositional environment of lower energy that has facilitated the deposition of a consistent organic-rich, reduced shale facies located at the base of a transition between the Sarayaquillo Formation and the Cushabatay Formation. This transition has previously been recognized in the district in academic literature but is not well documented. The mineralized zone is located in the transition between fluvial-aolian sediments and the onset of marine sedimentation. Copper mineralization is hosted in well-sorted sediments with the main reductant consisting of carbonized plant fragments varying in size from silt to several decimetres, at the top of a red-bed unit. Furthermore, initial observations suggest that the mineralization is mineralogically very simple with the dominant hypogene copper minerals being chalcocite and minor cuprite. Overall, the mineralization is extremely sulphur poor and very little sulfides can be observed in hand specimens. Leaching of the copper mineralization by supergene processes has been observed by Hannan geologists in some zones of Tabalosos and it is possible that the mineralization will show higher grades at depth due to the absence of surface leaching.

Systematic surface channel sampling from 92 channels from the subcropping mineralized copper shale over a 9 km long and 1 km wide area at Tabalosos East returned averaged 0.9 metre @ 1.9% copper and 28 g/t silver using a lower cut of 0.5% copper and minimum width of 0.2 metres and range from 2.0 metres @ 4.9% copper and 62 g/t silver to 0.2 metres @ 0.8% copper and 18 g/t silver. The channel sampled area at Tabalosos East represents only 1% of Hannan’s tenure at the San Martin JV area.

Sediment-hosted stratiform copper-silver deposits are among the two most important copper sources in the world, the other being copper porphyries. They are also a major producer of silver. KGHM Polska Miedz’s (“KGHM”) three copper-silver sediment-hosted mines in Poland (the “Kupferschiefer”) were the leading silver producer in the world

and seventh largest global copper miner in 2020. Quoted resources in 2019 for KGHM were 1,518 Mt @ 1.86% copper and 55 g/t silver from a mineralized zone that averages 0.4 metres to 5.5 metres thickness.

To provide context, Hannan's widths and grade (1.0 metre @ 1.9 % copper and 28 g/t silver) from 91 channel surface samples reported here at San Martin (lower cut 0.5% copper), within an area about 8 km long and 1 km wide, compare with those found during the initial modern-day drill discovery of the Kupferschiefer copper-silver deposits.

- In 1957 the discovery drillhole (Sieroszowice IG 1) intersected 2.0 metres @ 1.5% copper at the depth of 657 metres.
- In 1959 the Lubin-Sieroszowice deposit, based on the results from 24 drillholes contained 1,365 Mt @ 1.4% copper and 26 g/t silver in indicated resources, with a thickness ranging between 0.2–13.1 metres in an area about 28 kilometres long and 6 kilometres wide between 400 to 1000 metres depth.

Hannan initiated baseline studies and permitting to undertake advanced exploration work, including diamond drilling, at Tabalosos in 2021. Hannan has received approval from two local hamlets at Tabalosos to initiate work for an Environmental Impact Statement (Declaración de Impacto Ambiental, or "DIA") study. The DIA is the primary environmental certification required to allow low impact mineral exploration programs, that includes drilling programs, to proceed in Peru. Work for the DIA will include professional archaeological investigations, community workshops and liaison activities to collect appropriate information necessary to make submittals for approval to the General Directorate of Mining Environmental Affairs of the Ministry of Energy and Mines, Peru. Final DIA and other approvals are anticipated during 2023. Detailed archaeological work has now been completed at Tabalosos East and the Certificate of the Inexistence of Archaeological Remains (Certificado de Inexistencia de Restos Arqueológicos, or "CIRA") has been approved by the Ministry of Culture from San Martin.

Channel samples are considered representative of the in-situ mineralization and sample widths quoted approximate the true width of mineralization, while grab samples are selective by nature and are unlikely to represent average grades on the property.

JOGMEC JV Agreement

The JOGMEC JV Agreement grants JOGMEC the option to earn an initial 51% ownership interest by funding US \$8,000,000 in project expenditures at San Martin by March 31, 2026, subject to acceleration at JOGMEC's discretion. JOGMEC, at its election, can then earn:

- an additional 16% interest for a total 67% ownership interest by achieving either a prefeasibility study or funding a further US \$12,000,000 in project expenditures in amounts of at least US \$1,000,000 per annum (for a US \$20,000,000 total expenditure); and
- subject to owning a 67% interest, a further 8% interest for a total 75% ownership interest by achieving either a feasibility study or funding a further US \$15,000,000 in project expenditures in amounts of at least US \$1,000,000 per annum (for a US \$35,000,000 total expenditure).

Should JOGMEC not proceed to a prefeasibility study or spend US \$20,000,000 in total, Hannan shall have the right to purchase from JOGMEC for the sum of US \$1, a two percent (2%) Participating Interest, whereby Hannan's Participating Interest will be increased to fifty-one percent (51%) and JOGMEC's Participating Interest will be reduced to forty-nine percent (49%). At the completion of a feasibility study, JOGMEC has the right to either:

- purchase up to an additional ten percent (10%) Participating Interest from Hannan Metals (for a total 85% maximum capped Participating Interest) at fair value as determined in accordance with internationally recognized professional standards by an agreed upon independent third-party valuator; or
- receive up to an additional ten percent (10%) Participating Interest from Hannan (for a total 85% maximum capped Participating Interest) in consideration of JOGMEC's agreement to fund development of the project, by loan carrying Hannan until the San Martin Project generates positive cash flow.

After US \$35,000,000 has been spent by JOGMEC and before a feasibility study has been achieved, both parties will fund expenditures pro rata or dilute via a standard industry dilution formula. If the Participating Interest in the Joint Venture of any party is diluted to less than 5% then that party's Participating Interest will be automatically converted to a 2.0% net smelter royalty ("NSR"), and the other party may at any time purchase 1.0% of the 2.0% NSR for a cash payment of US \$1,000,000. Hannan will manage exploration at least until JOGMEC earns a 51% interest, after which the majority participant interest holder will be entitled to act as the operator of the joint venture.

JOGMEC has confirmed a US \$1,750,000 budget from April 2023 through to March 2024 for the San Martin JV Project as part of the Second Base Earn-in Period.

San Martin Hannan Project (Copper-Silver, Peru)

As of the date of this MD&A all mining concessions under the San Martin Hannan project has either been abandoned or incorporated into the JOGMEC JV Agreement or Valiente Project.

Valiente Project (Copper-Gold, Peru, 110 mining concessions for 1,001 sq km, 100% Hannan)

Hannan holds 1,001 sq km of mineral tenure prospective for back-arc porphyry copper-gold systems (the “Valiente Project”) in central eastern Peru. These new areas will be explored alongside Hannan’s existing projects in San Martin, located approximately 250 kilometres north of Valiente. A total of 84 granted mining concessions for 811 sq km have been granted, while the remainder remain under application.

The Belen prospect, 100% owned and explored by Hannan Metals Ltd, is located 19 km east of the city of Tingo Maria, in central Peru. The deposit site is characterized by steep topography on the eastern flank of the Central Cordillera with elevations between 800 and 2000 m above sea level (“a.s.l.”). The project was discovered in 2021 during an extensive greenfields exploration program initiated by Hannan.

Peru has been a major copper and gold producer since precolonial times. Currently known gold deposits include orogenic gold, porphyry Cu-Au, porphyry Au, transitional porphyry-epithermal, epithermal, and placer gold. The Belen project may represent a transitional porphyry-epithermal style within the newly discovered Valiente metallogenic belt of the central eastern Andes. The Valiente project is located further east than most of the conventional Andean porphyry settings and shows regional similarities to deposits such as the large Bajo de Alumbra copper-gold porphyry in Argentina. It is interpreted that Valiente was formed in a tectonically favourable area associated with an arc-oblique wrench fault system, that may have aided the ascent of oceanic arc-related magmas into the transfer zone so far inboard from the magmatic arc.

A 5,176-line kilometre airborne magnetic and radiometric survey has been completed and processed at the Valiente project. The survey covers the entire 94,500 ha of Hannan’s 100%-owned mining concessions across the project area. Hannan’s preliminary evaluation of the airborne data demonstrates at least 18 magnetic anomalies of significance across the project. Magnetic and radiometric data were recorded simultaneously during the survey. Both data sets are instrumental for targeting porphyry deposits due to the presence of magnetic minerals (such as magnetite) and potassic alteration (from minerals such as biotite and K-feldspar), often associated with the core of porphyry mineral systems. A strong correlation is observed with known mineralized areas and magnetic and potassic radiometric anomalies such as at the Belen prospect with two porphyry targets at Ricardo Herrera and Sortilegio and Valiente Norte, where four magnetic targets have been identified.

The Belen Cu-Au porphyry is the most advanced prospect at Valiente and described below in more detail:

Ricardo Herrera Copper-Gold Porphyry Target

A linked porphyry copper-gold and epithermal gold mineral system has been identified at Belen within an 8 km by 2 km trend. Recent detailed field work has identified a leached copper-gold porphyry with well-developed quartz veining at upper topographic levels and evidence for an enriched chalcocite blanket sampled over 1 km within lower lying creeks at the Ricardo Herrera Copper-Gold Porphyry Target. This coincides with a highly anomalous Cu-Au-Mo soil anomaly over a 1,600 m by 800 m area above a mapped and radiometrically dated Miocene-age porphyry intrusion.

The Ricardo Herrera porphyry stock was intruded in several stages, broadly termed early, intermineral, and late, all interpreted within a relatively short time interval. The early stages are hornblende feldspar porphyries of andesitic composition, whereas the late stages consist of unaltered feldspar porphyries of andesitic composition. The intrusions caused contact metamorphism and hydrothermal alteration that partially obliterated the original texture and composition of the sedimentary country rocks. Two early porphyries are identified. The first being an intermediate argillic (chlorite from secondary biotite-white micas) with relicts of potassic alteration (secondary biotite-magnetite) with “EB” type veinlets (early biotite), M-type (magnetite) veinlets and few A-type veinlets (quartz). The second early porphyry intrusion is characterized by A-type veinlets, jarosite-goethite iron oxide veinlets with phyllic alteration

(quartz-white sericite), argillic alteration (kaolinite). The intermineral stock is dominated by supergene argillic alteration and propylitic alteration (chlorite, epidote).

In porphyry copper systems, the area with the highest copper grade often corresponds to the early porphyries. The focus of the detailed geological mapping has therefore been to identify this area and to sample it with systematic rock sampling. Assays from this work are pending.

At Ricardo Herrera the combined early hornblende feldspar porphyry is at least covering an area of 850 m x 250 m on the surface. But limited exposures, that are mostly constrained to creeks and rare outcrops, make it difficult to define the true area. Observed copper minerals include pyrite, chalcopyrite, chalcocite, molybdenite, neotocite and chrysocolla mineralization. The intermineral hornblende feldspar porphyry contains supergene argillic alteration and minor neotocite. Moderate to pervasive secondary biotite alteration is common throughout the host rock. Strong chloritization and pyritization is observed replacing the secondary biotite.

At this initial stage of exploration at the Ricardo Herrera porphyry target, the early porphyry occupies a surface area of 0.21 km² which is comparable to the 22.37 Moz gold La Colosa deposit in Colombia where the early diorite porphyry occupies a surface area of 0.35 km².

Channel sampling at Ricardo Herrera has been focused on creeks where outcrop exposures are good. In many places access is a limiting factor of what can be sampled. Most channels have to date been taken from zones peripheral to what is interpreted to be the core of the system. The results are summarized in Table 1. Results from 34 individual channels include 5 m @ 0.11% Cu and 5 ppm Mo. This channel is open to either side and is from the strongly leached and weathered exposure of the early diorite porphyry. Fractures are rich in jarosite and goethite after pyrite and chalcopyrite. Importantly, the best and highest-grade results have been achieved from the leached early porphyry. The results are also low in manganese therefore interpreted to be representative of a leached porphyry system. Channel sampling continues.

Results from 13.7 km Induced Polarization (“IP”) geophysical survey at Ricardo Herrera prospect were released during the period. The survey identified two chargeable zones corresponding to two mapped porphyry units. Each represents a significant exploration target. The second target demonstrates the greatest potential with a chargeable zone over 800 m x 600 m and to at least 500 m depth which remains open.

Vista Alegre Epithermal gold target

Vista Alegre consists of a gold-bearing epithermal target identified by large gold mineralized boulders of quartz-pyrite and iron oxides. Strongly gold anomalous soil samples have been discovered 2.5 km NW of Ricardo Herrera. Infill sampling at 25 m x 25 m on the target has now been initiated.

Previous work has also included:

- Systematic 100 m x 100 m soil sampling program. Two strong gold anomalous trends that extend for 1,800 m and 970 m respectively have been identified. Assays have been received to date from 376 samples covering an area of 2 km x 1.7 km. Values range from <0.001 ppm to 0.094 ppm, average 0.0056 g/t in soil. The gold anomaly correlates very well with several elements including arsenic.
- Soil anomalies are coincident with gold found in quartz-iron oxide boulders. To date 19 boulders >0.1 ppm Au have been sampled over a trend of 1.6 km that is parallel to the main gold anomaly. A total 43 rock samples from boulders average 0.48 g/t Au, 6 g/t Te and range from below detection limit to 2.69 g/t Au and <DL to 59 g/t Te.
- Two gold mineralized outcrops have also been located 270 m apart. The mineralization is hosted by 5 – 30 cm wide quartz veins in an intrusive host rock with magnetite and iron oxides. The mineralization is correlated with high values of copper and molybdenum. The outcrops assayed:
 - Grab sample: 1.17 g/t Au, 0.67 % Cu and 33.4 ppm Mo.
 - Channel sample: 30 cm @ 3.21 g/t Ag, 0.57 % Cu and 22 ppm Mo

Sortilegio

The bedrock of the Sortilegio area is characterized by a multistage intrusive event with complex intercutting relationships. The event was dated (U-Pb) by Hannan in May 2023 to belong to the fertile Miocene epoch (21.8-21.2 Ma). The rocks are composed of diorite to monzonite intrusions, gabbro pyroxenite/lamprophyre and a late stage of

megacryst k-feldspar rich monzonite. The intercutting relationships are mostly gradational, and the youngest rocks are the gabbro pyroxenite/lamprophyre and monzonite. The monzonite is mostly K-feldspar megacrystic with a pegmatitic texture. The youngest rocks mapped are thin porphyritic dykes and veins and they are inferred to be contemporary with the mineralization.

The mineralization overprints all rocks in the area. It is characterized by a zoned stockwork of goethite-hematite veinlets with relicts of sulphides. The zoning is marked by the intensity of the veinlets/metre and vein brecciation in the contact of the k-feldspar megacrystic monzonite. The goethite-hematite veins have formed after primary copper sulfides and represent a leached part of the system, with minor remnants of chalcopyrite-pyrite still present. Magmatic-hydrothermal breccias are often important hosts in alkalic systems.

Detailed mapping at Sortilegio has demonstrated a leached alkalic porphyry style copper mineralization over an area of 1800 m by 1000 m area. Most notable is a stockwork of goethite veinlets overprinting all phaneritic rocks with six core zones with >20 veinlets/metre. Lower intensity veining, marked by 10-20 veinlets/metre envelope the core zone and form a halo to the higher-grade mineralization. High-grade copper-gold bearing massive goethite boulders with remnants of secondary biotite with one boulder assaying 16.0% Cu and 4.4 g/t Au are interpreted to be sourced from structurally controlled mineralization within these core zones.

Other Targets at Valiente

At the 100% owned Valiente Project Hannan have found a new Miocene age porphyry copper-gold belt in the Peruvian back-arc where we have discovered 7 mineralizing systems over 140kmx 50km area. Areas of interest include the Previsto Target. Many copper-bearing boulders with different stages of porphyry intrusions have been observed with strong hydrothermal alteration and B-style quartz-sulphide veins relating to porphyry mineralization. Values up to 25.6% Cu and 28 g/t Ag, have been assayed. Gold anomalous boulders are also present with 0.9 g/t Au and 0.12% Cu assayed from a strongly leached hydrothermal breccia with porphyritic clasts.

Strong indications are also emerging of a 4 km long skarn hosted gold-base metal target (the Belen Skarn zone) north and east of Sortilegio, expanding the footprint of the mineral system to cover 10 km. The soil anomalous trend is parallel to an Andean thrust fault and initial soil data suggest a strike >4km. 190 soil samples have been analyzed with pXRF and 90 samples with fire assay from the area with results ranging from 6 ppm Zn to 2,031 ppm Zn and averaging 109 ppm Zn, 2 ppm Pb to 266 ppm Pb and averaging 18 ppm Pb and <0.001 g/t Au to 0.103 /t Au and averaging 0.008 g/t Au.

Control of the Valiente and San Martin Hannan Projects is held 100% through Hannan subsidiaries or in trust via other private companies.

Future Developments

An updated US \$1,750,000 annual budget is confirmed for the San Martin JV Project and from April 2023 to March 2024 that will focus on three different scales:

- (i) At the project scale, work will identify the most prospective zones within the large land position by completing the regional scale stream sediment sampling, combined with large-scale LiDAR airborne surveys to define geology, structure, outcrops and access in the densely forested terrain.
- (ii) At the prospect scale, targeted prospecting will then be undertaken in areas of interest with regional mapping along creeks, followed and detailed mapping in trenches and pits and extensive soil sampling, with real time portable XRF analysis. Trial IP electrical geophysics will be undertaken to determine if reduced horizons can be identified in the subsurface.
- (iii) At the drill scale, the Company plans to complete environmental permitting over three separate areas during the year to set the joint venture up with large scale and multiple drill targets for 2023.

Social work continues with successful engagement with all key stakeholders from local communities to provincial leadership, over the large area. Hannan aims to have a transparent approach prior to, during and after technical field work. Hannan speaks to all stakeholders to gain authorization to conduct surface exploration. The Company has a dedicated social team and has hired local representatives and used local radio to inform a wider audience on the Company's plans.

Baseline studies for the DIA (Environmental Impact Statement for drilling) involving up to 12 specialist consultants undertaking socio-economic and environmental baseline studies, environmental monitoring, archaeological investigations, community workshops and liaison activities have been completed. Final DIA and other approvals are anticipated during early 2023.

Field crews are active on the Valiente Project conducting stream sediment and soil sampling, prospecting and detailed field mapping and will soon commence baseline studies for drill permitting:

- (i) First outcrop recognition of a linked porphyry copper-gold and epithermal gold mineral system at Belen within an 8 km by 2 km trend across three prospect areas (Ricardo Herrera, Vista Alegre and Sortilegio). Field mapping continue.
- (ii) Soil sampling to date covers about 50% of the 8 km Belen trend on a grid spacing of 100 m x 100 m. A total of 1,630 samples have been taken. Soil sampling continues.
- (iii) The Declaracion de Impacto Ambiental (“DIA”) or Environmental Impact Statement at Belen has commenced. The DIA is the primary environmental certification required to allow low impact mineral exploration programs, that includes drilling programs, to proceed in Peru. A multi-disciplinary team has collected all archaeological data and undertaken community workshops and liaison activities to collect appropriate information necessary to make the submittal for approval to the General Directorate of Mining Environmental Affairs of the Ministry of Energy and Mines, Peru. This is anticipated to be submitted by the beginning of October 2023.

Clare Zinc-Lead-Silver Project, Ireland

Hannan also has 100% ownership of the Clare zinc-silver-lead-copper property (the “Clare Project”) which consists of seven PLs granted and issued by the Exploration and Mining Division (“EMD”) of the Department of Communications, Climate Action and Environment in County Clare, Ireland. The western edge of the prospect area is 1.5km east of the town of Ennis. All prospecting licences of the Clare Project are 100% owned by Hannan Ireland. The Irish base metal ore field is considered one of the world’s best mineralized zinc provinces and is considered highly prospective for new zinc discoveries. In 2015 Ireland was the world’s 10th largest zinc producing nation with 230,000 tonnes produced.

In 2008, Belmore, a private Irish company, drill tested the base of the Waulsortian Limestone beneath near-surface sulphidic and calcite veined shelf carbonates at the historic Kilbricken lead mine. The discovery drillhole at Kilbricken, DH04, intersected 10m @ 13.8% Zn, 5.5% Pb, 0.08% Cu, and 62.8g/t Ag from 448.1 metres at the targeted base of Waulsortian Limestone. Given the general flat lying and stratabound nature of mineralization and steep angles of all drillholes mentioned, the true thickness of the mineralized intervals quoted is interpreted to be approximately 95% of the sampled thickness.

After this initial discovery, Lundin joint ventured Kilbricken and the wider tenure package from Belmore. In 2011, Lundin purchased 100% of Belmore. Drilling by Lundin from 2009 to 2012 continued to intersect sulphide mineralization in the hanging wall of the Chimney fault.

Two styles of mineralization are evident at Kilbricken. The upper Chimney zone demonstrates the classic high-grade (>10% ZnEq) Irish stratabound mineralization targeted by Hannan. This body has been drilled within an area of 750 metres by 200 metres and averages 12 metres thickness. The lower Fort Zone was found later than the Chimney zone and has been tested with fewer drill holes. It is structurally hosted, lower grade, but thicker, averaging 40 metres, and drilled within a 400 metre by 200 metres area.

Lundin completed significant work on the property. A total of 278 drill holes for 134,000 m of diamond drilling was completed over the entire project. A total of 222 drill holes for 118,000 metres were drilled at the Kilbricken area. Lundin also undertook regional exploration in the remainder of the Clare Project, largely focussed on other Waulsortian-hosted zinc-lead prospects. Lundin carried out 616 metres of drilling at the Ballyvergin prospect with the objective of discovering additional zones of copper-silver mineralization. Lundin drilled a total of 2,370 metres on the Kilmurry Project, located within the Clare project area, 9 kilometres south-east of Kilbricken. In addition, significant surface geochemical and multiple geophysical surveys have been undertaken by Lundin and previous operators on the Clare Project area. Of note are a 3D seismic survey over the main Kilbricken mineralization in 2011, and 2D seismic survey conducted in 2012 that consisted of 8 traverses (each 3 - 3.5km long) over a total 10 kilometre strike length, spaced between 1-2 kilometres across the Kilbricken trend.

During 2017 Hannan quoted a maiden resource of 2.7 million tonnes at 8.8% zinc equivalent (“ZnEq”), including 1.4 million tonnes at 10.8% ZnEq indicated and inferred resources of 1.7 million tonnes at 8.2% ZnEq, including 0.6 million tonnes at 10.4% ZnEq. for Kilbricken.

Hannan subsequently drilled at Kilbricken from May 2017 and completed 16 holes for a total of 7,189.3 metres. Hannan’s drilling initially focused around Kilbricken with many holes intersecting significant mineralization and extending both the Fort and Chimney Zones. The true thickness of mineralized intervals at Kilbricken is interpreted to be greater than 95% of the sampled thickness.

During January 2018 the Company announced completion of a 40.6 line kilometre 2D seismic survey at the Clare Project. The regional seismic survey is a first for the area and has delivered a critical new set of subsurface data across the Company’s 35,444 ha PLs, which will form the basis for current and future drill targeting and prioritization. The survey traversed the most prospective parts of the Clare Basin within the Company’s PLs and was used to identify and map geological structures that may host and control base metal mineralization. The Company’s seismic survey propels understanding of the architecture and geological prospectivity of the Clare Basin, in a manner not previously possible.

The current focus in Ireland is the Kilmurry prospect which has the indicators of a significant drill target. The Kilmurry fault zone, mapped by seismic surveys, gravity and supported by historic drilling, has been traced over 10 kilometres of strike.

Kilmurry is a seismic and detailed gravity defined structural and stratigraphic target mapped by Hannan over greater than 15 kilometres strike and 1-2 kilometres width. The mineralized position of the hanging wall of the fault, that is an equivalent setting to all zinc mineralization in the Irish Midlands, has never been drill tested. Several geological factors make the fault zone a prospective target for zinc-lead-silver mineralization. Firstly, the entire fault zone was active during the formation of the Waulsortian limestone. The individual fault segments are closely spaced and have significant vertical offset, with the maximum mapped offset being one of the largest basin-scale displacements (>750 metres) mapped in Ireland. Closely spaced faults and significant fault offset along a relay fault system have a direct correlation with rock deformation and mineralizing fluid path ways in Irish-style zinc-lead-silver deposits.

Furthermore, historic drilling has identified significant alteration and mineralization immediately south in the footwall of the Kilmurry fault zone. Four historic drill holes that have tested the hanging wall of the fault zone never reached the target depth. The holes were drilled over 3.5 kilometre strike and all encountered geological evidence to support the seismic interpretation of the fault zone. Drill hole 11-3643-10 is the most significant and it intersected structurally hosted massive sulphides at 166m depth (0.3m @ 56% zinc + lead). The drill extension of 11-3643-10 being undertaken by Hannan is the first test of the fault zone. If the extension of 11-3643-10 is successful, shallower ramp zones linking the fault segments will be targeted at Kilmurry.

During 2019, existing drill hole (11-3643-10) was extended 65 metres by Hannan from 754 metres to 819 metres depth to test the mineralized target zone at the base of the Waulsortian limestone within the hanging wall of the Kilmurry fault. Hannan’s extension of hole 11-3643-10 encountered intense hydrothermal hematite for 4 metres at the base of the potential mineralized position and calcite/dolomite breccia over more than 60 metres thickness, with sporadic gossanous patches after pyrite and calcite textures suggesting replacement of barite. The hydrothermal hematite alteration is highly significant as it lies proximal to mineralization at Irish-style deposits such as Lisheen, Tynagh and Silvermines and can be considered a near-miss indicator. Drilling confirmed seismic interpretations of the north-dipping Kilmurry syn-sedimentary relay fault system which exceeds 15 kilometres in length and is up to 2 kilometres wide and demonstrates one of the largest basin-scale displacements (>600 metres) mapped in Ireland.

In December 2022 the Company initiated drill permitting the Kilmurry target where previous work identified four priority targets within the ramp-relay system over 6 kilometres. The permitting was completed in March 2023 and drilling commenced in early April 2023 to target a high amplitude seismic reflector, interpreted to represent massive sulphides with hole 23-3643-19. The seismic reflector was identified in line 17-HAN-02, acquired by Hannan in 2018. The target extends over 1 km strike with the highest amplitudes focused in a 400 m wide zone at 700 m depth. The target is located within the Kilmurry Fault system (reported by the Company in 2019). It represents a syn-sedimentary ramp relay fault system which exceeds over 15 km in length and is up to 2 km wide, with over 700 m vertical displacement. This represents one of the largest basin-scale displacements mapped in Ireland and forms a compelling large-scale target, with historic results interpreted to be the distal parts of a major mineralizing system. This is supported by:

- Drill hole 11-3643-10, located approximately 900 m south, intersected extremely high grades of mineralization (0.3 m @ 56.5% zinc (“Zn”) plus lead (“Pb”)) at 166 m depth, in the hanging wall to the Waulsortian mineralized position.
- Historic work in the footwall of the ramp relay fault system, some 2.5 km south of the ongoing drill hole, mapped an extensive zone of dissolution and black matrix breccias as well as low grade zinc-lead mineralization such as 2 m @ 5.1% Zn+Pb and 2 m @ 5.8% Zn+Pb.

In May 2023 Hannan initiated a drill test of the Klimurry Fault zone. The target was based on seismic data and previous drill results. The target depth was 600-800m and interpreted to be caused by massive sulphides. Unfortunately, the drill hole 823-3643-19) was terminated due to technical drill issues caused by a 37 m wide open space void from 513 m down hole. The void was intersected before reaching the high amplitude seismic reflector. The void created significant unrecoverable drill issues. The exploration permit, PL3643, is now under statutory renewal that will take 3-4 months and the next steps are for the Company to consider re-collaring the drill hole after renewal of the exploration prospecting licence.

Cerro Rolando Project, Chile

In March 2023 the Company announced that it has entered into a Letter of Agreement with arm’s length private parties that provide an option for Hannan to acquire up to 100% of the Cerro Rolando Copper Porphyry Project, located within the Paleocene metallogenic belt about 100 km northwest of Calama, in Region 2 of northern Chile. The project consists of 16 contiguous exploration concessions covering a total of 48km². Elevation in the area ranges from 1290m in the east to 1050m in the west. The project is accessible using existing roads and tracks.

The Cerro Rolando Copper Porphyry Project is a high value porphyry copper target in the Paleocene Belt of Region 2, Chile. Around 80% of Chilean copper production comes from copper-gold porphyry deposits, with most situated in northern Chile. The Paleocene Belt hosts important porphyry copper deposits and mines such as Cerro Colorado (BHP), Spence (BHP), Sierra Gorda (KGHM & Sumitomo) and Relincho (part of Nueva Union - Teck-Goldcorp), yet the belt has seen less exploration as it is mostly under pampa cover.

Regional magnetics shows Cerro Rolando to be located on a major north-south trending structure. This structure is thought to be the control for a regional basement high. Historic airborne EM data models a 1.2 km long conductor at the base of 200-metre-thick pampa cover (overburden defined by seismic surveys), just above a modelled magnetic body from historic airborne data. This is interpreted to be a potential conductive chalcocite enrichment blanket above the magnetic potassic core of a copper-bearing porphyry.

In June 2023 ground magnetics and 7.2 km² of fixed loop transient electromagnetic (“TEM”) surveys have been successfully completed. A large coherent, deep (1.2 km) sourced magnetic target (over a 1 km x 1 km area) was observed, coincident with both shallow and deeper electromagnetic anomalies. The deeper and more extensive TEM anomaly appears to be a 400 m to 450 m deep saline aquifer. Next steps are to determine if induced polarization geophysics are appropriate to test the shallow 100 m to 150 m deep TEM anomaly that is associated on the margins of the magnetic anomaly.

Qualified Person

The qualified person for the Company’s projects, Mr. Michael Hudson, the Company’s Chairman and CEO, a Fellow of the Australasian Institute of Mining and Metallurgy, has reviewed and verified the contents of this document.

Selected Financial Data

The following selected financial information is derived from the audited annual consolidated financial statements of the Company.

	Years Ended May 31,		
	2023 \$	2022 \$	2021 \$
Operations:			
Revenues	Nil	Nil	Nil
Expenses	(1,633,772)	(898,195)	(1,527,679)
Other items	(70,212)	17,129	(66,130)
Net loss	(1,703,984)	(881,066)	(1,593,809)
Basic and diluted loss per share	(0.02)	(0.01)	(0.02)
Statement of Financial Position:			
Working capital	3,092,758	2,156,671	1,650,346
Total assets	11,698,066	8,342,915	7,248,905
Total long-term liabilities	Nil	Nil	Nil

The following selected quarterly financial information is derived from the unaudited condensed consolidated interim financial statements of the Company and prepared using IFRS.

Three Months Ended	Fiscal 2023				Fiscal 2022			
	May 31/23 \$	Feb 28/23 \$	Nov 30/22 \$	Aug 31/22 \$	May 31/22 \$	Feb 28/22 \$	Nov 30/21 \$	Aug 31/21 \$
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(295,427)	(877,420)	(309,936)	(150,989)	(179,044)	(183,868)	(225,427)	(309,856)
Other Items	(273,081)	70,573	43,729	88,567	49,547	(43,022)	(32,747)	43,351
Net loss	(568,508)	(806,847)	(266,207)	(62,422)	(129,497)	(226,890)	(258,174)	(266,505)
Basic and diluted loss per share	(0.01)	(0.01)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)
Statement of Financial Position:								
Working capital	3,092,758	2,060,155	2,487,300	1,337,445	2,156,671	2,854,497	2,819,854	2,958,830
Total assets	11,698,066	10,469,430	10,636,157	8,284,345	8,342,915	8,437,343	8,484,255	8,674,588
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

Three Months Ended May 31, 2023 Compared to Three Months Ended February 28, 2023

During the three months ended May 31, 2023 (“Q4”) the Company reported a net loss of \$568,508 compared to a net loss of \$806,847 for the three months ended February 28, 2023 (“Q3”), a decrease in loss of \$238,339. The decrease is primarily attributed to a \$581,993 decrease in expenses, from \$877,420 in Q3 to \$295,427 in Q4 partially offset by a decrease in foreign exchange of \$151,818, from a gain of \$42,778 in Q3 to a loss of \$109,040 in Q4. In addition, the Company recognized an impairment of \$190,458 in Q4 on certain exploration and evaluation assets.

Significant variances in expenses occurred in the following:

- (i) recognized share-based compensation of \$654,160 in Q3 compared to \$22,500 in Q4 on the granting and vesting of share options;
- (ii) incurred \$35,232 of legal costs in Q3 compared to \$2,318 in Q4, primarily related to legal due diligence conducted on the Cerro Rolando Project in Q3; and
- (iii) general exploration expenses increased by \$99,076, from \$7,826 in Q3 to \$106,902 in Q4, due to due diligence activities on the Cerro Rolando Project in Q4.

Three Months Ended May 31, 2023 Compared to Three Months Ended May 31, 2022

During the three months ended May 31, 2023 (“Q4/2023”) the Company reported a net loss of \$568,508 compared to a net loss of \$129,497 for the three months ended May 31, 2022 (“Q4/2022”) an increase in loss of \$439,011. During Q4/2023 there was an overall increase in general administration expenses of \$116,383, from \$179,044 during Q4/2022

to \$295,427 during Q4/2023, recognition of an impairment of \$190,458 in Q4/2023 on certain exploration and evaluation assets and a \$153,143 fluctuation in foreign exchange, from a gain of \$44,103 in Q4/2022 to a loss of \$109,040 in Q4/2023. Significant variances in expenses are as follows:

- (i) recognition of share-based compensation of \$22,500 in Q4/2023 on the granting of share options. No share options were granted during Q4/2022; and
- (ii) general exploration increased by \$83,589, from \$23,313 in Q4/2022 to \$106,902 in Q4/2023 primarily due to due diligence activities on Cerro Rolando Project in Q4/2023.

Year Ended May 31, 2023 Compared to Year Ended May 31, 2022

During the year ended May 31, 2023 (“fiscal 2023”) the Company reported a net loss of \$1,703,984 compared to a net loss of \$881,066 for the year ended May 31, 2022 (“fiscal 2022”), an increase in loss of \$822,918. The increase in loss is due to a \$735,577 increase in general administration expenses from \$898,195 during fiscal 2022 to \$1,633,772 during fiscal 2023 and the recognition of an impairment of \$190,458 in fiscal 2023 on certain exploration and evaluation assets. The increase was partially offset by a \$35,441 fluctuation in foreign exchange from a loss of \$390 in fiscal 2022 to a gain of \$35,051 in fiscal 2023. Significant variances in expenses are as follows:

- (i) recognized share-based compensation of \$676,660 in fiscal 2023 compared to \$76,825 in fiscal 2022 on the granting and vesting of share options;
- (ii) commencing July 1, 2020 the Company engaged Swiss Resources Capital AG (“SRC”) to provide investor relations services. The Company paid \$84,830 during fiscal 2023 compared to \$87,486 paid in fiscal 2022 ;
- (iii) incurred \$243,135 (2022 - \$273,771) for directors and officers compensation. The variance was primarily attributable to additional compensation amounts paid in fiscal 2022. See also “Transactions with Related Parties”;
- (iv) incurred \$98,833 in fiscal 2023 for corporate development, an increase of \$15,186 from \$83,647 in fiscal 2022 for shareholder awareness campaigns and business development services;
- (v) incurred \$49,500 (2022 - \$35,000) for audit fees, reflecting increased activities of the Company and general fee increase;
- (vi) incurred a total of \$115,606 (2022 - \$23,313) for general exploration for the review of Cerro Rolando Project in Chile and other minor properties; and
- (vii) incurred legal fees of \$40,230 during fiscal 2023 compared to \$5,804 during fiscal 2022. During fiscal 2023 the Company incurred legal fees for due diligence on the Cerro Rolando Project.

The Company holds its cash in interest bearing accounts in major financial institutions. Interest income is generated from the deposits and fluctuates primarily with the levels of cash on deposit. During fiscal 2023 the Company reported interest income of \$85,195 compared to \$17,519 during fiscal 2022 due to higher interest rates received.

Exploration and Evaluation Assets

During fiscal 2023 the Company incurred a total of \$3,963,697 (2022 - \$3,115,936) on the acquisition, exploration and evaluation of its unproven resource assets of which \$1,393,060 (2022 - \$2,300,965) was incurred on its San Martin JV Project and \$2,570,637 (2022 - \$814,971) on the Valiente and other projects. In addition the Company recorded a cost recovery of \$1,313,057 (2022 - \$2,241,884) on its San Martin JV Project as JOGMEC reimbursed the Company for all project related costs and credited management fees billed to JOGMEC of \$106,727 (2022 - \$233,059) and recognition of an impairment of \$190,458 on certain exploration and evaluation assets. See also “Properties Update”.

Exploration and acquisitions costs incurred during fiscal 2023 are as follows:

	Peru			Ireland	Other	Total \$
	San Martin JV Project \$	San Martin 100% Project \$	Valiente Project \$	Clare Project \$	\$	
Balance at May 31, 2022	427,624	270,199	1,258,470	3,921,552	3,316	5,881,161
Exploration costs						
Assays	16,507	-	208,288	-	-	224,795
Community	7,828	-	-	-	-	7,828
Consulting	834,426	3,153	1,324,267	8,775	-	2,170,621
Drilling	-	-	-	134,142	-	134,142
Insurance	10,129	-	3,667	-	-	13,796
Legal	138	1,730	5,814	-	-	7,682
Logistics	273,021	2,753	317,964	-	-	593,738
Travel	-	-	8,937	-	-	8,937
VAT incurred	88,269	-	245,102	-	-	333,371
	<u>1,230,318</u>	<u>7,636</u>	<u>2,114,039</u>	<u>142,917</u>	<u>-</u>	<u>3,494,910</u>
Acquisition costs						
License applications and fees	162,742	90,555	215,490	-	-	468,787
Other						
Cost recoveries	(1,313,057)	-	-	-	-	(1,313,057)
Management fees	(106,727)	-	-	-	-	(106,727)
Reclassification	56,374	(181,248)	124,874	-	-	-
Impairment	-	(187,142)	-	-	(3,316)	(190,458)
	<u>(1,363,410)</u>	<u>(368,390)</u>	<u>124,874</u>	<u>-</u>	<u>(3,316)</u>	<u>(1,610,242)</u>
Balance at May 31, 2023	<u>457,274</u>	<u>-</u>	<u>3,712,873</u>	<u>4,064,469</u>	<u>-</u>	<u>8,234,616</u>

Financing Activities

Fiscal 2023

- (i) On September 23, 2022 the Company completed a private placement of 9,180,000 units at \$0.28 per share to Teck for cash proceeds of \$2,570,400. The Company has been using the net proceeds from the private placement for exploration on the Company's mineral exploration projects in Peru and Ireland, and for working capital and general corporate purposes.
- (ii) On May 9, 2023 the Company completed a non-brokered private placement and issued 7,044,460 units of the Company at \$0.25 per unit for gross proceeds of \$1,761,115. The Company plans to use the net proceeds to fund exploration expenditures at the Company's Peruvian, Chilean and Irish projects, as well as for general working capital and corporate purposes.

In addition during fiscal 2023 the Company issued 115,000 common shares on the exercise of share options for proceeds of \$28,750.

Fiscal 2022

During the 2022 period the Company issued 7,746,465 common shares on the exercise of warrants and share options for total proceeds of \$1,852,691. The Company did not complete any equity financings during fiscal 2022.

Financial Liquidity and Capital Resources

As at May 31, 2023 the Company had working capital of \$3,092,758. The Company's operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. Management considers that the Company has adequate resources to maintain its core operations, conduct planned exploration programs on its existing exploration and evaluation assets and discharge its obligations as they become due in the next twelve months. See also "Forward-Looking Statements".

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of the Company's critical accounting estimates and sources of estimation is included in Note 3 to the May 31, 2023 audited annual consolidated financial statements.

Changes in Accounting Policies

During fiscal 2023 there were no changes to the Company's accounting policies.

A detailed summary of all the Company's significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the May 31, 2023 audited annual consolidated financial statements.

Transactions with Related Parties

(a) *Transactions with Key Management Personnel*

The Company has determined that key management personnel consists of the executive members of the Company. During fiscal 2023 and 2022 the following amounts were incurred with respect to the Company's CEO (Mr. Hudson), President (Mr. Dahlenborg) and the CFO (Mr. Lim):

	2023 \$	2022 \$
Professional fees - Mr. Hudson	108,000	96,000
Other compensation - Mr. Hudson	-	40,000
Professional fees - Mr. Dahlenborg	149,538	167,093
Other compensation - Mr. Dahlenborg	30,000	20,000
Professional fees - Mr. Lim	15,000	11,000
	<u>302,538</u>	<u>334,093</u>

During fiscal 2023 the Company incurred a total of \$302,538 (2022 - \$334,093) to key management personnel for their services which have been allocated based on the nature of the services provided: expensed \$141,135 (2022 - \$178,331) to director and officer compensation; and capitalized \$161,403 (2022 - \$155,762) to exploration and evaluation assets. As at May 31, 2023 \$33,217 (2022 - \$49,868) remained unpaid.

During fiscal 2023 the Company also recorded \$249,050 (2022 - \$nil) share-based compensation for share options granted to key management personnel as follows:

	2023 \$	2022 \$
Mr. Hudson	125,800	-
Mr. Dahlenborg	85,000	-
Mr. Lim	38,250	-
	<u>249,050</u>	<u>-</u>

(b) *Transactions with Other Related Parties*

- (i) During fiscal 2023 and 2022 the following amounts were incurred with respect to non-management directors (Nick DeMare, David Henstridge, Georgina Carnegie and Ciara Talbot) and the Corporate Secretary (Mariana Bermudez) of the Company:

	2023 \$	2022 \$
Professional fees - Mr. DeMare	15,000	11,000
Other compensation - Mr. DeMare	-	10,000
Professional fees - Mr. Henstridge	15,000	11,000
Professional fees - Ms. Carnegie	15,000	11,000
Professional fees - Ms. Talbot	15,000	11,000
Professional fees - Ms. Bermudez	42,000	41,440
	<u>102,000</u>	<u>95,440</u>

As at May 31, 2023 \$115,500 (2022 - \$120,500) remained unpaid.

During fiscal 2023 the Company also recorded \$259,250 (2022 - \$nil) share-based compensation for share options granted to its non-management directors and the Corporate Secretary personnel as follows:

	2023 \$	2022 \$
Mr. Henstridge	55,250	-
Mr. DeMare	55,250	-
Ms. Carnegie	55,250	-
Ms. Talbot	55,250	-
Ms. Bermudez	38,250	-
	<u>259,250</u>	<u>-</u>

- (ii) During fiscal 2023 the Company incurred a total of \$42,350 (2022 - \$42,400) to Chase, a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at May 31, 2023 \$5,000 (2022 - \$4,200) remained unpaid.

Risks and Uncertainties

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should consider investing in the Company's common shares.

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares with no par value. As at September 26, 2023, there were 109,411,569 issued and outstanding common shares, 3,522,230 warrants outstanding at an exercise price of \$0.35 per share and 9,133,000 share options outstanding at exercise prices ranging from \$0.235 to \$0.455 per share.