## Effective Date

This Management's Discussion and Analysis ("MD&A") provides relevant information on the operations and financial results of Fitzroy Minerals Inc. (the "Company") for periods ended March 31, 2024 and 2023. It should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the periods ended March 31, 2024, and 2023 and the audited financial statements for the year ended September 30, 2023 including related notes thereto. The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and can be found on SEDAR+ at www.sedarplus.com and the Company's website www.fitzroyminerals.com.

All monetary amounts in this MD&A and in the Company's unaudited interim condensed consolidated financial statements are expressed in Canadian dollars, unless otherwise stated.

The effective date of this MD&A is May 8, 2024.

## Forward-Looking Information

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from actual future results and achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. Readers are also advised to consider such forward-looking statements while considering the risks set forth below.

## Caution Regarding Forward-Looking Statements

Except for statements of historical fact relating to the Company, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the potential of the Company's properties; the future price of gold; the success of exploration activities; cost and timing of future exploration and development; the estimation of mineral reserves and mineral resources; conclusions of economic evaluations; requirements for additional capital; and other statements relating to the financial and business prospects of the Company.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases. Forward-looking information may also be identified in statements where certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information is based on the reasonable assumptions, estimates, analysis, and opinions of management made in light of its experience and its perception of trends, current conditions, and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made.

Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to:

- The Company's goal of creating shareholder value by concentrating on the acquisition and development of properties that have the potential to contain economic resources.
- Management's economic outlook regarding future trends.
- The Company's ability to meet its working capital needs at the current level in the short term.
- Expectations with respect to raising capital; and

- Governmental regulation and environmental liability.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, other factors could also cause materially different results. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

## Critical Accounting Policies and Estimates

The Company's significant accounting policies can be read in Note 3 to the Company's annual audited consolidated financial statements as at and for the year ended September 30, 2023.

## Description of Business and Overall Performance

The Company was incorporated on September 25, 1985, under the laws of British Columbia, Canada and is a junior natural resource company. The common shares of the Company are listed on the TSX Venture Exchange (the "TSXV") under the symbol "FTZ".

On February 25, 2020, the TSXV approved the Company's name change from Gem International Resources Inc. to Norseman Capital Ltd. Then, on September 16, 2020, the TSXV approved another name change from Norseman Capital Ltd. to Norseman Silver Inc. On January 26, 2024, the TSXV approved the Company's name change from Norseman Silver Inc. to Fitzroy Minerals Inc.

The head office and principal address of the Company are located at Suite 2250, 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9. The registered and records office are located at Suite 910, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6.

The Company is an exploration stage company with no revenues from mineral-producing operations. Activities include acquiring mineral exploration properties and conducting exploration programs. The mineral exploration business is considered risky and most exploration projects will not result in producing mines. The Company may offer an opportunity to other mining companies to acquire an interest in a property in return for funding all or part of the exploration and development of a particular property. For the funding of property acquisitions and exploration that the company conducts, the Company depends on the issuance of shares from the treasury to investors. These stock issuances depend on a number of factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management.

## Activities

Most of the costs incurred have been incurred in reorganizing the capital of the Company, arranging the financing, and examining acquisitions of mining resources. During the period ended March 31, 2024, the Company sought opportunities to acquire mineral exploration properties and conduct exploration programs.

| | Caribou | Silver Switchback | Silver Vista | New Moon | Taquetren | Caballos | Polimet | Total |
|---|---|---|---|---|---|---|---|---|
| **Balance September 30, 2021** | **582,020** | **461,817** | **1,529,903** | **1,390,000** | **114,344** | **-** | **-** | **4,078,084** |
| Option Payments - Cash | 50,000 | 20,000 | 20,000 | - | - | - | - | **90,000** |
| Option Payments - Shares | 175,000 | 123,000 | 102,500 | - | 78,000 | - | - | **478,500** |
| Exploration expenditures | 32,489 | 380,563 | 43,965 | 10,093 | 349,254 | - | - | **816,364** |
| **Balance September 30, 2022** | **839,509** | **985,380** | **1,696,368** | **1,400,093** | **541,598** | **-** | **-** | **5,462,948** |
| Option Payments - Shares | - | - | - | - | 125,000 | - | - | **125,000** |
| Exploration expenditures | - | 48,563 | 1,293 | - | 389,181 | - | - | **439,037** |
| Government mining credit | (51,117) | (17,062) | (104,747) | - | - | - | - | **(172,926)** |
| Impairment of mineral properties | - | (1,016,881) | (1,592,914) | (1,400,093) | - | - | - | **(4,009,888)** |
| **Balance September 30, 2023** | **788,392** | **-** | **-** | **-** | **1,055,779** | **-** | **-** | **1,844,171** |
| Exploration expenditures | - | - | - | - | 145,006 | 29,183 | 10,379 | **184,568** |
| Government mining credit | (3,134) | - | - | - | - | - | - | **(3,134)** |
| **Balance March 31, 2024** | **785,258** | **-** | **-** | **-** | **1,200,785** | **29,183** | **10,379** | **2,025,605** |

Caribou Property

On June 3, 2020, the Company entered into an option agreement (the "Caribou Option Agreement") with Cloudbreak Discovery (Canada) Ltd. ("Cloudbreak"), a company with a common officer, to acquire a 100% interest in certain mining claims located in the Skeena Mining Division area in British Columbia, known as the Caribou Property.

Pursuant to the Caribou Option Agreement, in order to fully exercise the option, the Company shall pay Cloudbreak an aggregate of $80,000 (paid) and issue 2,750,000 (issued) common shares of the Company in three instalments.

The option agreement was fully exercised on June 2, 2022. On June 16, 2022 the Company signed a Royalty Agreement with Cloudbreak, pursuant to the Caribou Option Agreement, the Company granted Cloudbreak a 2.0% net smelter return ("NSR") royalty. The Company has the right to acquire one-half of the NSR (1.0%) from Cloudbreak at a price of $1,000,000 at any time prior to the commencement of commercial production. If the Company purchases the first half of the NSR, the Company shall have the right to acquire the remaining half of the NSR (1.0%) at a price of $4,000,000, for an aggregate of $5,000,000.

Silver Switchback Property

On August 27, 2020, the Company entered into an option agreement with Cloudbreak to acquire a 100% interest in an underlying option agreement between Cloudbreak and 1975647 Alberta Ltd ("197 Alberta"). The underlying option agreement provides the Company with the option to acquire 100% in certain mining claims located in British Columbia, known as the Silver Switchback Property.

During the year ended September 30, 2023 the Company terminated its option to acquire a 100% interest in the Silver Switchback property, pursuant to an underlying option agreement between Cloudbreak and 197 Alberta.

Silver Vista Property

On September 21, 2020, the Company entered into an option agreement with Cloudbreak to acquire a 100% interest in an underlying option agreement between Cloudbreak and 197 Alberta. The underlying option agreement provides the Company with the option to acquire 100% in certain mining claims located in British Columbia, known as the Silver Vista Property.

During the year ended September 30, 2023 the Company terminated its option to acquire a 100% interest in the Silver Vista property, and impaired the property costs.

New Moon Property

On December 9, 2020, the Company entered into an asset purchase agreement (the "New Moon Agreement") with Cabox Gold Corp. ("Cabox"), 1269270 BC Ltd. ("9270 BC"), 1236686 BC Ltd. ("6686 BC") and Samuel Hardy to acquire certain mining claims located in British Columbia, known as the New Moon Claims.
In consideration for the acquisition of the New Moon Claims, the Company shall:

(i) Pay $10,000 (paid) to Cabox on the effective date of the New Moon Agreement;
(ii) Issue 2,500,000 (issued) common shares of the Company to Cabox on the closing date of the New Moon Agreement;
(iii) Issue 600,000 (issued) common shares of the Company to 9270 BC on the closing date of the New Moon Agreement; and
(iv) Issue 1,500,000 (issued) common shares of the Company to 6686 BC on the closing date of the New Moon Agreement.

During the year ended September 30, 2023, the Company decided not to pursue exploration on this property and impaired the property costs.

<u>Taquetren Property</u>

On May 4, 2021, the company entered into an option agreement (the "Taquetren Option Agreement") to acquire a 100% interest in the Taquetren Silver Project, located in the Navidad-Calcatreau mining district, Argentina.

Pursuant to the Taquetren Option Agreement, in order to fully exercise the option, the Company shall:

(i) Make payment of USD$40,000 (paid March 3rd, 2021);
(ii) Issue 200,000 common shares (issued May 11th, 2021);
(iii) Issue 300,000 common shares (issued May 3rd, 2022) and incur USD$70,000 (incurred) of exploration expenditures on the Project;
(iv) Issue 500,000 common shares (issued, and issued an additional 500,000 common shares per the share adjustments provision of the option agreement May 3rd, 2023), and incur USD$200,000 (incurred) of additional exploration expenditures on the Taquetren Silver Project; and
(v) Issue 2,000,000 common shares and incur an additional USD$500,000 of exploration expenditures on the Project on or before May 3rd, 2024.

In addition, pursuant to the Taquetren Option Agreement, the Company shall grant to the optionors a 2.0% NSR royalty. The Company shall retain the right to purchase at any time from the optionors one quarter of the NSR (0.5%) for USD$1,000,000 and a second quarter of the NSR (0.5%) for USD$2,000,000 and 5,000,000 common shares.

Subsequent to the period ended March 31, 2024, the Company signed an amendment to the Taquetren Option Agreement on May 2, 2024, changing the due date for the issuance of 2,000,000 common shares and an additional exploration expenditure of USD$500,000 from May 3, 2024 to July 4, 2024.

<u>Caballos Property</u>

On November 23, 2023, the Company signed heads of agreement to pursue a mining option agreement (the "Caballos Option Agreement") aiming at acquiring a 100% interest in and to the Caballos copper project concessions (the "Caballos Mining Concessions"), situated in Valparaiso region of Chile. It is intended that, under the terms of the Caballos Option Agreement, the Company, through its wholly-owned subsidiary to be formed in Chile, shall be granted the option (the "Caballos Option") to acquire the Caballos Mining Concessions upon completion of the following 3-stage conditions:

(i) Stage 1: to incur USD$1,000,000 in eligible expenses pertaining to exploration operations within 12 months from the execution of the Caballos Option Agreement.

(ii) Stage 2: to incur USD$4,000,000 in eligible expenses pertaining to exploration operations within a 36 months period commencing from the conclusion of Stage 1. Notably, no consecutive twelve-month period should witness less than USD$500,000 of exploration expenses.

(iii) Stage 3: to integrate all the new and existing data pertaining to the exploration operations conducted by the Company into a comprehensive technical report.

The Company shall have the right to exercise the Caballos Option pursuant to the Caballos Option Agreement upon the completion of Stage 1, 2 and 3, with a minimum aggregate amount of USD$5,000,000 eligible expenses incurred, up to a duration of 60 months from the date of signing the Caballos Option Agreement. Upon exercise of the Caballos Option, the Company shall pay USD$2,000,000 to the optionor for registration of the Caballos Mining Concessions. The optionor shall be granted a 3% NSR Royalty on future production from the Caballos Mining Concessions. The Company shall be granted the right to buy back 1.5% NSR Royalty by making a cash payment of USD$7,500,000.

This transaction is subject to signing the Caballos Option Agreement and all ancillary transaction documents, as well as obtaining applicable regulatory approval.

<u>Polimet Property</u>

On February 6, 2024, the Company signed heads of agreement, subsequently amended (the "Polimet HOA Amendment") on March 27, 2024, to pursue a mining option agreement (the "Polimet Option Agreement") with the objective to acquire a 100% interest in and to the Polimet gold-copper project concessions (the "Polimet Mining Concessions"), located in Valparaiso region of Chile. It is intended that, under the terms of the Polimet Option Agreement, the Company, through its wholly-owned subsidiary to be formed in Chile, shall be granted the option (the "Polimet Option") to acquire the Polimet Mining Concessions upon completion of:

(i) The Company made an advancement of USD$50,000 upon signing the Polimet HOA Amendment. It was acknowledged by the Company and the optionor that, if the Polimet Option Agreement is not executed by May 4th, 2024, the optionor shall promptly execute a debt recognition by public deed. Conversely, if the Polimet Option Agreement is executed on or before May 4th, 2024, the Company shall acknowledge that there is no debt due from the optionor. (note 4 of the financial statements for the periods ended March 31, 2024 and 2023)

(ii) The Company shall make a cash payment of USD$30,000 upon signing the Polimet Option Agreement and all ancillary transaction documents.

(iii) The Company shall make a cash payment of USD$80,000 on the first anniversary from the signing date of the Polimet Option Agreement.

(iv) The Company is required to incur eligible expenses totalling a minimum amount of USD$2,250,000 pertaining to exploration operations over a 36-month period, commencing from the signing date of the Polimet Option Agreement. Notably, no consecutive twelve-month period should witness less than USD$500,000 of exploration expenses.

The Company shall have the right to exercise the Polimet Option pursuant to the Polimet Option Agreement upon the completion of the aforementioned conditions, with a minimum aggregate amount of USD$2,250,000 eligible expenses incurred, within a duration of 48 months from the date of signing the Polimet Option Agreement. Upon exercising the Polimet Option, the Company shall pay USD$1,200,000 to the optionor for registration of the Polimet Mining Concessions. The optionor shall be granted a 2% NSR Royalty on future production from the Polimet Mining Concessions. The Company shall retain the right to buy back 1% NSR Royalty by making a cash payment of USD$3,000,000.

This transaction is subject to signing the Polimet Option Agreement and all ancillary transaction documents, as well as obtaining applicable regulatory approval.

## Financing Activities during the period ended March 31, 2024

On January 9, 2024, the Company completed a non-brokered private placement financing for aggregate proceeds of $1,261,500, composed of 12,615,000 units, at a price of $0.10 per unit. Each unit is composed of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of $0.15 per common share and expires on January 9, 2026.

On March 28, 2024, the Company completed a non-brokered private placement financing for aggregate proceeds of $1,140,420.45, composed of 7,602,803 units, at a price of $0.15 per unit. Each unit is composed of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of $0.25 per common share and expires on March 28, 2026.

During the period ended March 31, 2024, no options or warrants were exercised.

## Results of Operations

During the period ended March 31, 2024, the Company incurred a net loss of $654,999 as compared to a net loss of $4,699,268 for the period ended March 31, 2023. The smaller loss was attributed to the following:

| | For the three months ended March 31, 2024 | For the three months ended March 31, 2023 | Variance | Discussion |
|---|---|---|---|---|
| Audit, accounting and legal | 57,031 | 38,835 | 18,196 | Professional fees are due to legal fees connected to the property acqusitions and private placements. |
| Consulting fees | 190,544 | 86,612 | 103,932 | Increase this period due to additional VP Exploration ("VPX") consulting fees and corporate consulting services being paid in 2024. |
| Salary and w ages | 6,413 | 51,844 | (45,431) | Decrease in this period due to the resignation of former VPX in Jun 2023. |
| Marketing and promotion | - | 78,754 | (78,754) | The Company reduced marketing efforts in 2024. |
| Travel | 29,869 | 49,340 | (19,471) | Reduced general and administrative ("G&A") travel w hile travel costs related to the exploration projects w ere capitalized under the Mining Property Costs. |

| | For the six months ended March 31, 2024 | For the six months ended March 31, 2023 | Variance | Discussion |
|---|---|---|---|---|
| Audit, accounting and legal | 91,251 | 75,835 | 15,416 | No significant change betw een periods. Professional fees are due to legal fees connected to the property acqusitions and private placements. |
| Consulting fees | 289,421 | 190,580 | 98,841 | New VPX contracted in June 2023 and new corporate consulting services contracted in January 2024. |
| Salary and w ages | 6,413 | 96,844 | (90,431) | Former VPX resigned in Jun 2023. New VPX fees are under Consulting Fees. |
| Marketing and promotion | - | 107,326 | (107,326) | The Company reduced marketing efforts in 2024. |
| Travel | 35,823 | 67,961 | (32,138) | G&A travel decreased w hile travel costs related to the exploration projects w ere capitalized under the Mining Property Costs. |

## Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters:

| Three months ended | | 31-Mar-24 | | 31-Dec-23 | | 30-Sep-23 | | 30-Jun-23 |
|---|---|---|---|---|---|---|---|---|
| Loss before non-operating items | $ | (458,569) | $ | (196,430) | $ | (152,956) | $ | (212,228) |
| Loss before income taxes | $ | (458,569) | $ | (196,430) | $ | (152,956) | $ | (212,228) |
| Loss per common share, basic and diluted | $ | (0.01) | $ | (0.00) | $ | (0.00) | $ | (0.00) |
| Net and comprehensive loss | $ | (458,569) | $ | (196,430) | $ | (152,956) | $ | (212,228) |
| Net and comprehensive loss per common share, basic and diluted | $ | (0.01) | $ | (0.00) | $ | (0.00) | $ | (0.00) |

| Three months ended | | 31-Mar-23 | | 31-Dec-22 | | 30-Sep-22 | | 30-Jun-22 |
|---|---|---|---|---|---|---|---|---|
| Loss before non-operating items | $ | (4,408,192) | $ | (293,356) | $ | (154,999) | $ | (356,909) |
| Loss before income taxes | $ | (4,408,192) | $ | (291,076) | $ | (154,999) | $ | (356,909) |
| Loss per common share, basic and diluted | $ | (0.07) | $ | (0.00) | $ | (0.00) | $ | (0.01) |
| Net and comprehensive loss | $ | (4,408,192) | $ | (291,076) | $ | (154,999) | $ | (356,909) |
| Net and comprehensive loss per common share, basic and diluted | $ | (0.07) | $ | (0.00) | $ | (0.00) | $ | (0.01) |

Significant variances in the Company's reported loss from quarter to quarter in 2023 was due to the property impairment charge recorded in the March 31, 2023 quarter.

## Summary of Financial Results for the Most Recently Completed Period

The following summarizes the financial results of operations for the periods ended March 31, 2024, and 2023:

| | March 31, 2024 | March 31, 2023 |
|---|---|---|
| | $ | $ |
| Expenses | **(654,999)** | (4,699,268) |
| Net loss | **(654,999)** | (4,699,268) |
| Loss per share - basic & diluted | **(0.01)** | (0.08) |

## Liquidity and Capital Resources

As at March 31, 2024, the company reported a working capital surplus of $1,755,128 (September 30, 2023 - $214,585) and a net loss for the period of $654,999 (March 31, 2023 – $4,699,268 loss).

The Company has financed its operations through equity issuances. Although the Company has been successful in raising funds in the past, there can be no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities. The Company is dependent upon the equity markets to finance all of its activities and it is anticipated that it will continue to rely on this source of funding for its exploration expenditures and to meet its ongoing working capital requirements.

On March 28, 2024, the Company completed a non-brokered private placement whereby the Company issued 7,602,803 units at a price of $0.15 per unit for gross proceeds of $1,140,420. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of $0.25 expiring on March 28, 2026. Cash finder's fees of $75,918 and 506,116 finder warrants have been paid in connection with the private placement to qualified parties. The warrants issued to the finders have an exercise price of $0.25 for a period of 24 months from the date of issuance. The finder's warrants were ascribed a fair value of $60,551 based on the following variables: weighted average risk-free rate – 4.20%; volatility – 141.27%; and expected life (years) – 2.

On January 9, 2024, the Company completed a non-brokered private placement whereby the Company issued

12,365,000 units at a price of $0.10 per unit for gross proceeds of $1,236,500. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of $0.15 expiring on January 9, 2026. Cash finder's fees of $79,600 and 796,000 finder warrants have been paid in connection with the private placement to qualified parties. The warrants issued to the finders have an exercise price of $0.15 for a period of 24 months from the date of issuance. The finder's warrants were ascribed a fair value of $82,426 based on the following variables: weighted average risk-free rate – 4.04%; volatility – 139.93%; and expected life (years) – 2.

On February 13, 2023, the Company completed a non-brokered private placement whereby the Company issued 7,800,000 units at a price of $0.10 per unit for gross proceeds of $780,000. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of $0.25 expiring on August 13, 2024. Cash finder's fees of $55,200 and 268,000 finder warrants have been paid in connection with the Private Placement to qualified parties. The warrants issued to the finders have an exercise price of $0.25 for a period of 18 months from the date of issuance. The finder's warrants were ascribed a fair value of $20,237 based on the following variables: weighted average risk-free rate – 4.16%; volatility – 115.90%; and expected life (years) – 1.5.

On March 31, 2022 the company closed a private placement whereby the company issued 7,500,000 units at a price of $0.20 per unit for gross proceeds of $1,500,000. Each Unit is comprised of one common share and one half of one warrant. Each whole warrant will be exercisable into a common share at an exercise price of $0.30 expiring on March 31, 2023.

On December 31, 2021, the Company closed a private placement whereby the company issued 1,933,334 units at a price of $0.30 per unit for gross proceeds of $580,000. Each unit is comprised of one flow-through common share and one-half of one common share purchase warrant. Each whole warrant entitles the subscriber to purchase one additional common share of the Company at a price of $0.34 per share for a period of two years from the closing date. Finder's fees of $29,680 cash and 100,333 warrants have been paid in connection with the Private Placement to qualified parties. The warrants issued to the finders have an exercise price of $0.30 for a period of 2 years from the date of issuance.

Options Issued

On January 15, 2024, the Company granted 1,344,149 stock options to purchase common shares of the company at a price of $0.15 per share for a period of 5 years to certain consultants, directors, and officers of the company.

On November 6, 2023, the Company granted 100,000 stock options to purchase common shares of the company at a price of $0.12 per share for a period of 5 years to a certain consultant of the company.

On September 25, 2023, the Company granted 2,350,000 stock options to purchase common shares of the company at a price of $0.12 per share for a period of 5 years to certain consultants, directors, and employees of the company.

On April 5, 2022, the Company granted 900,000 stock options to purchase common shares of the company at a price of $0.20 per share for a period of 5 years to certain consultants, directors, and employees of the company.

Warrant Expired

On December 23, 2023, 1,067,000 warrants were expired.

## Off-Balance Sheet Arrangement

The Company has no long-term debt, does not have any used lines of credit or other arrangements in place to borrow funds, and has no off-balance sheet arrangements. The Company has no current plans to use debt financing and does not use hedges or other derivatives.

**Financial Instruments and Risk Management**

The Company's financial instruments include cash and cash equivalents and accounts payable and accrued liabilities. The carrying values of these financial instruments approximate their fair value due to their short-term maturity. Cash and cash equivalents is the only financial asset that is measured at fair value subsequent to initial recognition, which is measured based on level 1 input of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Credit Risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's cash and cash equivalents is held in a major Canadian financial institution which is considered to have high credibility. Management believes that the Company has no significant credit risk.

b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting its financial obligations associated with its financial liabilities as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for a minimum of twelve months. The Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures.

As of March 31, 2024, the Company has sufficient cash and cash equivalents on hand to meet current liabilities and its expected administrative requirements for the coming year. The company had cash and cash equivalents and total liabilities as follows:

| | | **March 31, 2024** | | September 30, 2023 |
|---|---|---|---|---|
| Cash and cash equivalents | **$** | **1,746,291** | $ | 221,462 |
| Liabilities | **$** | **77,924** | $ | 18,185 |

To execute its planned exploration program for the next twelve months, the Company will need to raise additional funds through the issuance of equity or debt instruments or the sale of assets. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and cash equivalents, and expected exercise of stock options and share purchase warrants.

c) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency, and other price risks.

i. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has a cash balance and periodically short-term investments. Due to the short-term nature of these financial instruments, management believes that risks related to interest rates are not significant to the Company at this time.

ii. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to minimal foreign currency risk at this time.

## Events After the Reporting Period

On April 10, 2024, the Company granted stock options to a consultant and a director to acquire 600,000 common shares of the Company, at an exercise price of $0.20 expiring on April 10, 2029.

On May 2, 2024, the Company signed an amendment to the Taquetren Option Agreement, changing the due date for the issuance of 2,000,000 common shares and an additional exploration expenditure of USD$500,000 from May 3, 2024 to July 4, 2024.

## Related Party Transactions

The following is a summary of related party transactions with key management personnel that occurred during the period ended March 31, 2024 and 2023, and amounts in accounts payable and accrued liabilities at March 31, 2024 and 2023:

| | For the period ended March 31, 2024 | For the period ended March 31, 2023 | Amount payable as at March 31, 2024 | Amount payable as at September 30, 2023 |
|---|---|---|---|---|
| Consulting Fees - Directors & Officers | 165,000 | 165,000 | 15,750 | - |
| Accounting and Management Services | 80,500 | 66,000 | - - | 10,365 |
| VP Exploration Services | 45,000 | 90,000 | - | - |
| Stock based compensation | 82,354 | - | - | - |

The above transactions with related parties, occurring in the normal course of operations, were measured at the fair value, are unsecured with no specific terms of repayment and are non-interest bearing; unless otherwise stated.

## Management's Responsibility for the Financial Statements

Information provided in this MD&A, including financial information extracted from the Financial Statements, is the responsibility of management. In the preparation of the Financial Statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying Financial Statements.

## Outstanding Share Data

As of the date of this MD&A, the Company had the following securities issued and outstanding:

(1) Common shares – 88,044,294
(2) Share purchase warrants – 15,454,014
(3) Stock options – 8,644,149

## Additional Information

Additional information pertaining to the Company can be found on SEDAR+ at www.sedarplus.com and the Company's website www.fitzroyminerals.com.

## Directors and Officers

Merlin Marr-Johnson – President, CEO and Director
Sean Hurd – Corporate Development and Director
J. Campbell Smyth – Chairman and Director
John Seaman – Director
Mary Gilzean - Director
Herrick Lau – CFO