

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2023

April 29, 2024

Gitennes Exploration Inc. (“Gitennes” or the “Company”) is a junior mineral exploration company listed under the trading symbol “GIT” on the TSX Venture Exchange. Gitennes is in the business of exploring for and advancing mineral properties. The Company acquires properties directly by staking, through option agreements with prospectors or other exploration companies, and through reconnaissance programs. During the year, the Company’s mineral interests included the New Mosher, Maxwell, and JMW gold properties located in northern Quebec, the Blue Ice (rare earth) and Sept-Iles (Nickel) properties located northeast of Sept-Iles Quebec, , three gold/copper properties located in the Gaspé region of Quebec, and a royalty interest in the Urumalqui silver property located in Peru.

This Management Discussion and Analysis (“MD&A”) provides information on the activities of Gitennes for the year ended December 31, 2023, and subsequent activity to the date of this report. This discussion supplements, but does not form part of, the annual financial statements of the Company for the year ended December 31, 2023. Consequently, the information set forth below should be read in conjunction with the annual financial statements, and the notes thereto, for the year ended December 31, 2023, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

Additional information about the Company, including the MD&A and audited financial statements for the year ended December 31, 2023, prepared in accordance with IFRS, can be found on SEDAR+ at www.sedarplus.ca. Mitchell E. Lavery acts as the Company’s “Qualified Person” as defined in National Instrument 43-101 and has reviewed this MD&A.

Overall Performance and Outlook

Highlights of the Company’s activities during the year ended December 31, 2023, under review are as follows:

- Acquisition of the Blue Ice rare earth – niobium - tantalum property in Quebec.
- Concluded a mining claims sales agreement to sell its 3 Gaspé properties to Canadian Gold Resources Ltd.
- Concluded a property purchase agreement to acquire a 100% interest in a nickel property in the Sept-Iles area of Quebec.
- In December 2023, the Company completed a private placement by issuing 2,500,000 flow-through units at a price of \$ 0.02 per unit for gross proceeds of \$ 50,000. Each flow-through unit consisted of one common flow-through share and one-half of one non-flow-through share purchase warrant entitling the holder to purchase one additional common share at a price of \$ 0.05 per share for a period of two years.

Further information regarding the Company’s corporate and exploration activities is provided below.

Selected Annual Information

The following table summarizes selected financial data for the Company, prepared in accordance with IFRS, for each of the three most recent fiscal years. Unless noted otherwise, all figures are in Canadian dollars.

	Years Ended December 31		
	2023	2022	2021
Total assets	\$ 271,510	\$ 245,058	\$ 888,654
Cash	\$ 90,691	\$ 86,436	\$ 659,964
Current assets	\$ 145,260	\$ 233,808	\$ 886,659
Current liabilities	\$ 490,217	\$ 215,801	\$ 295,650
Total shareholders' equity	\$ (218,707)	\$ 29,257	\$ 593,004
Loss and Comprehensive loss for the year	\$ 520,946	\$ 584,268	\$ 1,726,160
Basic and diluted loss per share	\$ 0.01	\$ 0.01	\$ 0.04

Results of Operations

The Company had a loss and comprehensive loss of \$ 520,946 for the year ended December 31, 2023, which compares with a loss and comprehensive loss of \$ 584,268 for the year ended December 31, 2022. Significant items included in the current and comparative results of operations are as follows:

	2023	2022
	\$	\$
Exploration and evaluation	390,661	443,990
Promotion and public relations	-	71,875
Consulting	-	44,555

Financial Data for the Last Eight Quarters

Selected financial data for the eight most recent quarters derive from the Company's financial statements presented in accordance with IFRS:

Quarter Ended	Dec 31, 2023	Sep 30, 2023	June 30, 2023	March 31, 2023	Dec 31, 2022	Sep 30 2022	Jun 30, 2022	Mar 31, 2022
Exploration and evaluation (recovery)	\$ 73,815	\$ 34,000	\$ 233,250	\$ 49,596	\$ 28,501	\$ 51,106	\$ 126,404	\$ 237,979
Share-based compensation	\$ -	\$ -	\$ -	\$ 5,804	\$ -	\$ -	\$ -	\$ 17,521
Loss and comprehensive loss for the quarter	\$ 101,020	\$ 73,540	\$ 250,077	\$ 96,309	\$ 16,177	\$ 99,470	\$ 172,369	\$ 296,252
Loss (income) per share - basic and diluted	\$ 0.001	\$ 0.001	\$ 0.005	\$ 0.002	\$ 0.000	\$ 0.002	\$ 0.003	\$ 0.006

Financial Data for the Last Eight Quarters (continued)

During the quarter ended March 31, 2022, the Company was less active in the field while it raised additional funds and prepared for its second phase of drilling at New Mosher. The Company also recognized \$54,283 in share-based compensation for options vesting in the quarter. During the quarter ended June 30, 2022, the Company was less active in the field while completing its last exploration program at New Mosher. During the quarter ended September 30, 2022, the Company was less active in the field while completing its last exploration program at New Mosher. During the quarter ended December 31, 2022, the Company was the operator for the exploration programs conducted by Newfoundland Discovery Corp. on the JMW and Maxwell properties. During the quarter ended March 31, 2023, the Company acquired the Blue Ice property and completed the geological reports on JMW and Maxwell properties. During the quarter ended June 30, 2023, the Company acquired the Sept-Iles Nickel and rare earth property. During the quarter ended September 30, 2023, the Company was negotiating terms of financing to keep the activities of the Company. During the quarter ended December 31, 2023, the Company concluded a flow-through financing and acquired additional claims on the Sept-Iles property.

Liquidity

The Company's cash on hand increased from \$ 86,436 at December 31, 2022 to \$ 90,691 at December 31, 2023.

Management considers the Company's December 31, 2023, negative working capital of \$ 344,957 to be insufficient to meet its operating overhead and property maintenance requirements.

The Company establishes its administrative and exploration budgets based on expected cash resources and such budgets are regularly adjusted according to actual cash resources. Given the uncertainty in the capital markets for junior exploration companies, the extent of such budgets and programs will be tailored to available cash resources.

Capital Resources

Without operating revenues and recurring income from the sale or option of properties, the Company is dependent upon meeting its future capital requirements through the issuance of capital stock. Accordingly, as discussed in Note 1 to the December 31, 2023 annual financial statements, management has identified certain conditions that cast significant doubt upon the Company's ability to continue as a going concern.

In order to maintain ongoing operations, advance its mineral projects, and settle amounts due to related parties, the Company will have to raise equity capital through the issuance of shares. Management believes that it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

To earn its interest in the New Mosher property, the Company is required to issue 400,000 shares by September 30, 2024. These share issuances are optional, at the discretion of management, and are not firm commitments.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as at December 31, 2023 or the date of this report.

Proposed Transactions

The Company had no proposed transactions as at December 31, 2023 or the date of this report.

Transactions with Related Parties and Key Management Compensation

The Company relies on its directors and officers for many of its administrative and professional services. Key management personnel include executive and non-executive directors and executive officers. The compensation paid or payable to key management is as follows:

	2023		2022	
Management fees (i)	\$	30,000	\$	30,000
Accounting (ii)		60,000		68,450
Exploration and evaluation (iii)		90,000		90,000
	\$	180,000	\$	188,450

- (i) Paid to Highwood Advisory Services Inc., a company controlled by Ken Booth, the president and Chief Executive Officer of the Company, \$ 30,000 (\$ 30,000 in 2022);
- (ii) Paid to Corporation Financière SKTM Ltd, a company controlled by Martin Nicoletti, the Chief Financial Officer of the Company \$ 60,000 (\$ 55,000 in 2022);
- (iii) Paid to Highwood Advisory Services Inc., a company controlled by Ken Booth, the president and Chief Executive Officer of the Company, \$ 90,000 (\$ 90,000 in 2022).

In addition, the Company recorded share-based compensation of \$ nil (2022 - \$ 17,521), which relates to incentive stock options granted to directors and officers. Share-based compensation is a non-cash item calculated using the Black-Scholes Option-Pricing Model using the assumptions detailed in Note 6c to the Company's December 31, 2023 financial statements.

Outstanding Share Data

Details of the Company's outstanding shares, options, and warrants are as follows:

	April 29, 2024	December 31, 2023	December 31, 2022
Shares issued and outstanding	68,547,122	68,547,122	56,177,122
Outstanding stock options	3,875,000	3,875,000	4,030,000
Outstanding warrants	10,820,000	10,820,000	10,540,920
Diluted shares outstanding	83,242,122	83,242,122	70,748,042

Note 6 to the Company's December 31, 2023 financial statements contains additional details of the Company's share transactions for the period.

Changes in Accounting Policies

Application of significant changes in accounting policies or adoptions of new policies during the current period had no impact. Note 2 to the Company's annual financial statements for the year ended December 31, 2023 includes a detailed listing of the Company's significant accounting policies.

Financial Instruments and Risk Management

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, all of which are measured at amortized cost. The carrying values approximate their fair values due to the short-term nature of these instruments.

In addition, the Company had a financial assets measured at fair value, marketable securities, based on level 1: quoted prices (unadjusted) in active market for identical assets and on Level 2: using inputs other than quoted prices included within Level 1 that are observable, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The Company is exposed to various financial risks in respect of its financial instruments as detailed below. The Company's policies and processes of managing all risks associated with its financial instruments have not changed during the current year.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's primary credit risk is associated with its cash and accounts receivable.

The Company's cash is held in accounts at a major Canadian financial institution with an investment grade rating. Accounts receivable consist of GST and QST recoverable from the governments of Canada and Quebec and management fees recoverable from a quoted exploration mining company. Management considers the credit risk associated with these balances to be low.

The carrying value (totalling \$ 119,072; 2022 - \$ 205,895) of the financial assets recorded in the Company's financial statements represents the Company's maximum exposure to credit risk as at December 31, 2023.

Interest Rate Risk

Interest rate risk relates to the effect on the Company's financial instruments due to changes in market rates of interest. The Company's cash currently earn no interest and are therefore exposed to interest rate risk given the volatility of interest rates over time. Due to the value and nature of the Company's financial instruments and prevailing market rates, it is management's opinion that the Company is not exposed to significant interest rate risk in respect of these financial instruments.

Liquidity Risk

The Company is subject to liquidity risk such that it may not be able to meet its obligations under its financial instruments as they fall due. The Company manages this risk by maintaining cash balances to ensure that it is able to meet its short and long-term obligations as and when they fall due. Cash projections are regularly updated to reflect the dynamic nature of the business.

Other Price Risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes -in market prices (other than those arising from interest rate risk or foreign exchange risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The company-is exposed to other price risk through its marketable securities shares for which the value fluctuates with the market price.

Disclosure for Venture Issuers without Significant Revenue

Consistent with many companies in the mineral exploration industry, the Company has no source of operating revenue. The Company's December 31, 2023 statement of comprehensive loss provides a breakdown of the expenses for the period and Note 7 to the financial statements provides an analysis of the Company's mineral interests and expenditures for the period.

Mineral Properties

New Mosher Property

In June 2020, the Company entered into an option agreement granting it the right to earn up to an 85% interest in the New Mosher property located near the town of Chapais in northern Quebec. The property consists of 12 claims totalling 670 hectares. To earn a 70% interest, the Company, at its option, must issue shares and incur exploration expenditures as follows:

Date for completion	Shares	Expenditures
Upon regulatory approval (<i>issued</i>)	150,000	\$ -
On or before September 30, 2021 (<i>issued / incurred</i>)	150,000	150,000
On or before September 30, 2022 (<i>issued / incurred</i>)	150,000	250,000
On or before September 30, 2023 (<i>issued / incurred</i>)	150,000	300,000
On or before September 30, 2024 (<i>i</i>)	400,000	300,000
	<u>1,000,000</u>	<u>\$ 1,000,000</u>

- (i) Expenditures have been incurred; shares have not been issued.

Mineral Properties (Continued)

New Mosher Property (continued)

As at December 31, 2022, the Company had incurred approximately \$1,541,118 in exploration expenditures on the project. Upon earning a 70% interest, the Company can elect to increase its interest in the property to 85% either by producing an inferred resource or completing a preliminary economic assessment (“PEA”) within 12 months of making such election. The Company will pay the optionor \$250,000 in cash or shares, at the Company’s option, upon producing an inferred resource or \$750,000 in cash upon delivering a PEA. The property is subject to a 1.5% net smelter returns royalty (“NSR”), which can be reduced to 0.5% upon payment of \$1,000,000 to the optionor. Upon earning either a 70% or 85% interest, the Company and the optionor will form a joint venture to further develop the property.

Mineralization on New Mosher is within a sheared gabbro and basalt with mesothermal type gold-bearing quartz veins. Recent sampling has identified several anomalous areas that require follow up with sampling and geophysics. Much of the property remains untested.

The Company completed an IP and MAG geophysical survey and along with an historical IP survey the entire Property now has IP coverage. Preliminary evaluation of the IP survey has identified at least two prominent chargeability anomalies that are associated with surface grab samples and historic diamond drill hole intersections with significant gold values.

First Phase Diamond Drill Program

The Company commenced a diamond drill program in the second quarter and completed 19 diamond drill holes totaling 3,044 metres. Three areas were tested, New Mosher, Meadow and New Showing. In August the Company released the results of the drilling:

Gold intersected over significant widths (see table 1)

- 22 metres in hole NM 21-02 grading 0.25 g/t gold
- 9.0 metres in hole NM 21-11 grading 0.71 g/t gold
- 5.0 metres in hole NM 21-08 grading 0.68 g/t gold
- Gold intersections are shallow;
- 10 of 19 holes intersected anomalous gold mineralization,
- All three areas tested intersected gold mineralization;
- Broad zones of gold mineralization correlate well with previously identified IP anomalies;
 - Associated with intense alteration with quartz-carbonate veining, pyrite, pyrrhotite, chalcopyrite and arsenopyrite.

Table 1: Significant Gold Intersections in Diamond Drill Holes

Area	Drill hole	Width* (metres)	From (metres)	To (metres)	Gold (g/t)
New Mosher	NM 21-02	22	24	46	0.25
Meadow	NM 21-08	5	16	21	0.68
	NM 21-11	9	66	75	0.71
Northeast	NM 21-17	1	38	39	0.26

* True width not known at this time.

In January 2022, the Company completed its second diamond drill program. The program focussed on the New Mosher showing and followed up on positive results from the first phase. The drill program consisted of seven holes from six drill set ups and metres drilled were 1,002. The drilling intersected highly silicified and sheared zone in several holes on the New Mosher showing. The highly silicified intersections are up to 23 metres in width and contain up to four percent pyrite and 0.5% pyrrhotite as fine disseminations or concentrated in schistosity and fracture planes. The highly silicified intersections are also sheared and contain up to 60% to 80% quartz with some of the intersections displaying chlorite and sericite alteration.

Mineral Properties (Continued)

New Mosher Property (Continued)

Second Phase Diamond Drill Program

On May 16, 2022, the Company announced that analyses have been received on a recent drill program consisting of seven holes totaling 1,002 metres.

Results are listed below:

Hole	From	To	Grade Au	Comments
NM-22-01	12.1	15.45	0.25 g/t Au over 3.35m	Associated with strong silicification (traces of As).
	21.5	37.9	0.33 g/t Au over 16.4m	Sheared meta-basalt with strong silicification, chlorite and sericite alteration (traces of As).
	25.2	33	or 0.51 g/t Au over 7.8m	
	29.3	30.35	incl. 1.47 g/t Au over 1.05m	
	82	84.75	0.12 g/t Au over 2.75m	Interval open
NM-22-02	8.5	10.5	0.32 g/t Au over 2m	Sheared meta-basalt with strong silicification and moderate to weak chlorite and sericite alteration.
	22.1	23.8	1.2 g/t Au over 1.7m	
	61.7	72	0.24 g/t Au over 10.3m	
	61.7	65.5	or 0.48 g/t Au over 3.8m	
	63.5	64.5	incl. 1.29 g/t Au over 1m	Interval open
	91.5	93.5	0.13 g/t Au over 2m	
NM-22-03	125	138	0.17 g/t Au over 13m	Associated with silica alteration. (Interval open)
NM-22-04	37	44	0.13 g/t Au over 7m	Associated with silica, chlorite and sericite alteration
NM-22-05	9	9.75	0.47 g/t Au over 0.75m	Associated with silica alteration.
	22.75	23.75	0.92 g/t Au over 1m	
	31	33	0.12 g/t Au over 2m	
	53	54	0.4 g/t Au over 1m	
NM-22-06	101.7	103.7	0.13 g/t Au over 2m	Interval open
NM-22-07	78	79.3	0.41 g/t Au over 1.3m	Interval open

Anomalous gold values were intersected in broad zones of silica, chlorite and sericite alteration. Traces of arsenopyrite were also noted. Hole NM-22-01 indicates the New Mosher gold zone is still open to the east. From 21.5 m to 37.9 m, 0.33 g/t Au over 16.4m was detected in a zone of strong alteration. This section included 0.51 g/t Au over 7.8 m and 1.47 g/t over 1.05 m (true width is approximately 70% of the intersection).

JMW Property

In June 2020, the Company entered into an agreement to purchase a 100% interest in the JMW property located in the Chapais-Chibougamau area of Quebec and a ten-claim property located in the Val-d'Or region of Quebec. JMW consists of 38 claims totalling 2,125 hectares. The Company paid \$25,000 and issued an initial 1,000,000 shares to the owners of the properties. The Company issued a further 937,500 shares (with a fair value of \$75,000) to the vendors in August 2021 and has satisfied all requirements of the claim purchase. The property is currently subject to an NSR of 2%, one-half of which can be purchased for \$1,000,000. The Company granted the vendors of the property a further 1.5% NSR, which can be reduced to 0.5% upon payment of \$1,000,000 to the vendors.

Mineral Properties (Continued)

JMW Property (continued)

The Property is located along the Guercheville Fault/Deformation Zone which is host to the past producing Joe Mann mine. The Joe Mann mine operated 27 of the years from 1956 to 2007 and produced approximately 1.2 million ounces of gold at an average grade of 8.3 g/t gold plus copper and silver. Work in 2011 on JMW confirmed the gold bearing structure with gold mineralization within altered and mineralized felsic intrusives within the deformation zone.

Gitennes commenced an IP survey on JMW in March 2021. The survey covered the three distinct types of mineralization that the Company has identified from the recent review of work by previous operators. The new IP survey verified data from the previous survey as well as added data on previously uncovered parts of the property.

Highlights of the IP Survey

- First survey to cover the entire property. Past surveys and drilling on the property focused on a narrow, 1.5-kilometre strip in the vicinity of the Guercheville fault zone which covers less than 50% of the existing property;
- All three target areas surveyed, including prospective sedimentary rocks and intrusive rocks of tonalitic composition that have seen little exploration in the past.

Readers are cautioned that the Company has no interest in or right to acquire any interest in the Joe Mann mine, and that mineral deposits and production results from the Joe Mann mine are not indicative of mineral deposits on the Company's properties or any potential exploitation thereof.

On November 3, 2022, the Company announced that it has signed two agreements to option its JMW and Maxwell properties to Newfoundland Discovery Corp. ("Newfoundland"). Newfoundland is planning to spend approximately \$800,000 on exploration between the two properties. On the JMW property diamond drilling is proposed.

Newfoundland can initially earn a 70% interest in each property and has the right to earn an additional 15% interest. Terms of the option agreement are:

Cash \$5,000, 875,000 common shares and work commitment of \$1,500,000 over a 3 years period.

On December 31, 2022, Newfoundland advise that they will not be continuing with the option and has returned the property to the Company.

Maxwell Property

In December 2020, the Company staked the Maxwell property located in northern Quebec. The property is approximately 18 kilometres northeast of the JMW property and comprises 169 claims totalling 9,112 hectares.

With its focus and recent work in the Chapais-Chibougamau area, Gitennes staked the new property after review of government reports, surveys and assessment reports and concluded the geology was more prospective than had been previously mapped by previous operators. The Maxwell property also contains several anomalous areas of gold in till sampling and copper mineralization in drill holes and surface sampling.

On November 3, 2022, the Company announced that it has signed two agreements to option its JMW and Maxwell properties to Newfoundland. Newfoundland is planning to spend approximately \$800,000 on exploration between the two properties. On the Maxwell property an airborne Magnetometer survey will be conducted.

Newfoundland can initially earn a 70% interest in each property and has the right to earn an additional 15% interest. Terms of the option agreements are:

Cash \$5,000, 575,000 common shares and work commitment of \$1,000,000 over a 3 years period.

Mineral Properties (Continued)

Maxwell Property (continued)

On December 31, 2022, Newfoundland advise that they will not be continuing with the option and has returned the property to the Company.

Snowbird Property

In February 2017, the Company entered into an option agreement granting it the right to earn a 100% interest in the Snowbird property located near Fort St. James, British Columbia. The Company earned its interest by issuing shares to the optionor and completing minimum exploration expenditures as follows:

	Shares	Expenditures
Upon regulatory approval	600,000	\$ -
On or before September 30, 2018	200,000	500,000
On or before September 30, 2019	200,000	-
On or before December 31, 2019	-	500,000
On or before September 30, 2020	200,000	-
On or before September 30, 2021 (i)	-	500,000
	1,200,000	\$ 1,500,000

(i) A portion of these expenditures were completed by a third party optionee as detailed below.

The option agreement provides for a 2% NSR that, upon payment of royalty payments totalling \$1,300,000, reverts to an uncapped 1% NSR.

In February 2021, the Company signed an option agreement on the Snowbird project providing the optionee with the right to acquire a 100% interest in the Company's underlying option agreement with the original owners of the Snowbird property. The optionee is a private company and is currently seeking a listing on a Canadian stock exchange. Upon signing the agreement, the optionee paid the Company \$ 25,000 and issued special warrants entitling the Company to receive that number of shares in the optionee with a value of \$ 2.2 million, based on a 10-day volume-weighted average trading price of the optionee's shares. Since the optionee did not obtain a listing of its shares by February 4, 2022, the Company maintains contact with the optionee and will decide when to claim the 22 million shares of the optionee. In addition, the optionee must incur \$ 500,000 in exploration expenditures on the property by June 30, 2021 (incurred) and a total of \$ 1,500,000 in expenditures by June 30, 2022 (incurred). The optionee owns a 100% interest, subject to the NSR due to the original owners, and the Company will cease to have any direct interest in the Snowbird project. As at December 31, 2023, the optionee is still a private company and has no plan to go public, consequently the Company has deferred exercising the special warrants.

Mineral Properties (Continued)

Gaspe Properties

In August 2021, the Company acquired a 100% interest in two gold properties and one copper property in the Gaspe Region of Quebec by issuing to the seller 250,000 shares with a fair value of \$12,500. The two gold properties cover geology and structure that is similar to recent gold discoveries in Newfoundland. In addition, one of the properties has historically reported gold in outcrop plus angular boulders with visible gold. The gold mineralization in the region is traditionally hosted by splay faults from a major regional structure called the Grand Pabos Fault. This major fault zone can be traced across the entire Gaspe Peninsula and into Newfoundland where major gold discoveries have been made.

In late 2021, the Company completed a short reconnaissance sampling program to follow up on historical sampling that had returned high grade gold, arsenic and antimony in boulders and outcrop. In February 2022, the Company announced the positive results from the sampling with the highest grade being 75.7 g/t gold from rubble that consists of brecciated sediments. Additional results included 8.54, 3.83, and 1.55 g/t gold from the area of the 75.7 g/t gold sample and three samples taken from an outcrop about 3.6 km northeast of the high grade sample analyzed 1.54, 0.952 and 0.387 g/t gold.

On April 28, 2023, the Company concluded a mining claims sales agreement to sell its 3 Gaspe properties to Canadian Gold Resources Ltd. ("Canadian Gold") in consideration of 1,000,000 common shares value at unit price of \$ 0.25, totalling \$ 250,000 and a 1% NSR right.

Urupalqui Property

In December 2014, AndeanGold Ltd. earned a 100% interest in the Company's Urupalqui project situated in north-central Peru. The Company retained an uncapped NSR of 1.5% on all metals produced at Urupalqui, with no buy-out or other provisions attached. The Company also holds 663,000 common shares of Andean with a fair value of \$ nil, which are carried at nominal value.

Blue Ice Property

On March 1, 2023, the Company announced that it has assembled a land package in Quebec that has known pegmatites and has been historically sampled by the Company with assays returning high grade heavy rare earth elements, niobium and tantalum. The property is located approximately 100 kilometres northeast of Sept-Iles, Quebec and consists of 119 contiguous claims totaling 6,462 hectares. Of the 119 claims, the Company has staked and owns 100% of 115 claims and has signed two option agreements to earn 100% of the four additional claims.

The Property covers occurrences of extremely coarse-grained pegmatite that intrude gabbro and norite. Historically an individual beryl crystal (5% weight percent Be) in excess of 50 kilograms was extracted from the property. Geochemical analyses of samples from a few pegmatites on the property suggest that the mineral columbite-tantalite is present. This complex mineral is frequently associated with, or in proximity to, lithium/REE-rich pegmatites. While exploration of Blue Ice and its associated pegmatites is in the planning stages, it is believed that the pegmatites on the property are indicative of an occurrence which shows exceptionally high potential to host lithium and REE / Niobium / Tantalum mineralization.

The mineralization historically sampled by the Company is in a vertical dike that is up to seven metres wide, has been traced for 100 meters and is open along strike. The Company's mapping identified three swarms of pegmatite dikes over 1,200 metres with the dikes striking east-west. Based on well-established geological models, the possibility of finding additional pegmatites on the property is believed to be excellent.

In addition to 115 claims that the Company has staked (100% Githennes), the Company has two option agreements on four additional claims. Both option agreements give the Company the right to acquire 100% of the claims.

On February 10, 2023, the Company signed a first option agreement for three claims is for a consideration of \$ 10,000 in cash at the signing of the agreement, \$ 15,000 when the Company completes a non flow-through private placement and \$ 50,000 by the second anniversary of the signing of the agreement. The Company issued 50,000 shares and will issue 250,000 shares by the third anniversary of the agreement. Exploration expenditures by the Company will total \$ 600,000 over four years with the first \$ 100,000 is required to be spent within 18 months of the signing of the agreement. A 1.5% NSR will be granted to the vendors. Attributed value to common shares is \$ 1,250.

On February 20, 2023, the Company signed a second option agreement for one claim is for a consideration of \$ 10,000 in cash and the issuance of 100,000 shares. The Company must spend \$ 50,000 on exploration on the claim within 12 months of signing the agreement. A 1.5% NSR is granted to the vendor. Attributed value to common shares is \$ 3,250.

The two option agreements on the property are subject to an NSR of 1.5%, 1% of which can be purchased for \$ 1,000,000.

Sept-Iles Property

On May 23, 2023, the Company concluded a property purchase agreement to acquire a 100% interest in a nickel and rare element properties in the Sept-Iles area of Quebec with arm's length sellers in consideration of 8,000,000 units of the Company. Each unit is comprised of one common share and one warrant of the Company. Each warrant entitles the sellers to acquire one additional common share at an exercise price of \$ 0.15 for a period of thirty-six months. The Company has granted to the sellers a 2% net smelter return royalty ("NSR"). The Company can buyback half of the NSR (1%) for \$ 1 million. Attributed value to common shares is \$ 200,000 and to warrants is \$ nil.

On October 16, 2023 the Company concluded a property purchase agreement to acquire a 100 % of eight claims that form a key part of the Company's 100% owned Sept Iles nickel property in consideration of 1,500,000 units of the Company. Each Unit is comprised of one common share and one warrant of the Company. Each warrant entitles the seller to acquire one additional common share at an exercise price of \$ 0.15 for a period of sixty months. The Company has granted to the seller a 2% net smelter return royalty ("NSR"). The Company can buyback of 1% of the NSR at any time for \$ 1 million. Attributed value to common shares is \$ 22,500 and to warrants is Nil.

This new property acquisition complements the Company's existing Blue Ice REE, niobium property which is also located north of Sept Iles.

Highlights

Sept Iles nickel

- 1.1% nickel over 10 metres in a trench historically reported by Soquem on claim adjacent to Gitennes property*;
- Numerous untested airborne electro-magnetic anomalies;
- Soquem also historically reported 1.3% nickel, 0.49% copper and 4.3 grams/tonne platinum in grab samples on adjacent claims*;
- Accessible by all weather road, approximately 100 km north of Sept Iles;
- Property consists of 191 claims, 10,500 hectares.

Sept Iles Rare Earth Element

- Several showings on the property;
- Previous work returned grab samples anomalous in niobium and neodymium:
 - Niobium grades up to 1.6%*;
 - Neodymium grades from five samples ranged from 4,820 to 8,660 ppm*;
- Government mapping identified pegmatites;
- Accessible by all weather road, approximately 50 km north of Sept Iles;
- Property consists of 62 claims, 3,400 hectares.

* The reported grades are historical in nature and have not been verified by Gitennes.

Risk and Uncertainties

The business of exploration and mining is risky and there is no assurance that exploration programs will eventually result in profitable mining operations. The recoverability of money spent on mineral properties is dependent upon various factors. These include discovering a potentially economic mineral deposit and then transforming the deposit into ore reserves through a series of stringent technical programs. Following upon this is the ability of the Company to obtain all necessary financings to complete the development of a property and place it into commercial production. The Company must also raise funds for corporate and administrative expenses. While the Company has been successful in the past at raising funds, there can be no assurance that it will continue to do so.

The mineral industry is intensely competitive and there are inherent risks in all its phases. The Company competes with other companies, many of which have greater financial resources and experience. Metal prices are volatile and cannot be controlled or predicted.

Risk and Uncertainties (continued)

The Company has no mining operations and its current exploration properties are at an early stage. In addition, its royalty interest is on a mineral project that is at an early stage. It is therefore exposed to many risks common to comparable companies, including under-capitalization, lack of revenue, cash shortages, and limitations with respect to personnel, financial and other resources.

The Company is dependent upon the personal efforts and commitments of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to operations could result, and other persons would be required to manage and operate the Company. Certain of the Company's directors and officers serve as directors or officers of other public and private resource companies, and to the extent that such other companies may participate in ventures in which the Company may participate, such directors and officers of the Company may have a conflict of interest.

The Company's interest in and rights to mineral properties are subject to various risks. There can be no assurance that there are not title defects affecting the Company's properties, the interest of AndeanGold Ltd. in the Urumalqui property, or the NSR on the Urumalqui property in favour of the Company. The Company may become subject to liability for hazards against which it is not insured. The Urumalqui property has been previously mined and it is possible that previous operations have resulted in pollution or other environmental hazards that the Company could become responsible for. The validity of the NSR on Urumalqui is subject to AndeanGold Ltd. being able to continue to retain ownership of the mineral concessions and successfully registering the NSR on behalf of Gitenes against the concession title.

The financial statements for year ended December 31, 2023 have been prepared on the basis of accounting principles applicable to a going concern. The assumption is that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Except those periods in which the Company has realized revenues from royalties or the sale or option of assets, the Company has consistently reported operating losses. The Company has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding will be available to explore and develop mineral projects, or to cover the overhead costs necessary to maintain a publicly reporting company.

The securities of the Company are highly speculative due to the nature of the Company's business and the present stage of its development. Additional equity financing or the exercise of options or warrants may result in substantial dilution thereby reducing the marketability of the Company's common shares.

Controls and procedures

The chief executive officer and chief financial officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the Company's financial statements for the year ended December 31, 2023 and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate for non-venture issuers under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Disclosure controls and procedures

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

TSX-V listed companies are not required to provide representations in the interim and annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Disclosure controls and procedures (continued)

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Approval

The Board of Directors of the Company has approved the disclosure contained in this Annual MD&A, a copy of which will be provided to any interested parties upon request.

Additional Information

The Company's publicly filed documents are available on the Company's website or on SEDAR+ at www.sedarplus.ca.

Cautionary Note

This document contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, its subsidiaries and its projects, the future supply, demand, inventory, production and price of minerals, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of minerals; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this document and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. 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 statements.