Northern Lights Resources Corp.
Management Discussion and Analysis
For the Three Months Ended July 31, 2024

September 25, 2024

The following management discussion and analysis should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended July 31, 2024 and audited consolidated financial statements for the year ended April 30, 2024, and related notes included therein, prepared in accordance IAS 34, Interim Financial Report ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"), and its interpretations, using accounting policies consistent with International Financial Reporting Standards ("IFRS"). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for the Company can be found on the SEDAR+ website at www.sedarplus.ca. The Company's website can be found at www.northernlightsresources.com.

Northern Lights Resources Corp. (the "Company" or "Northern Lights") was incorporated under the laws of British Columbia on March 28, 2007. The Company's principal business activities include the acquisition and exploration of resource properties.

Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Forward-looking statements herein include, but are not limited to, statements relating to the timing, availability and amount of financings; expected use of proceeds; business objectives; the costs and timing relating to the potential acquisition of interests in mineral properties; the timing and costs of future exploration activities on the Company's future properties; success of exploration activities; permitting time lines and requirements for additional capital. In making forward-looking statements herein, the Company has applied several material assumptions, including, but not limited to, any additional financing needed will be available on reasonable terms, that general business and economic conditions will not change in a materially adverse manner, and that all necessary governmental approvals for the future exploration will be obtained in a timely manner and on acceptable terms. Forward-looking statements involve 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 any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the completion of financings and the use of proceeds; operations and contractual obligations; changes in exploration programs based upon results of exploration; future prices of metals; availability of third party contractors; availability of equipment; failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks of the mineral exploration industry; environmental risks; community relations; and delays in obtaining governmental approvals or financing.

Overview and Going Concern

The Company is in the business of acquiring exploration and evaluation assets. The Company was listed and began trading on the CSE under the symbol "NLR" October 2018.

The Company currently has negotiated two property agreements, the purchase of a 100% interest in the Secret Pass Gold Property in Arizona, and the purchase of a 100% interest of the Caldera Copper Project in Lincoln County, Nevada.

The Secret Pass Gold property consists of 868 hectares located in the heart of the Historic Oatman-Katherine gold mining district in northwest Arizona. This historical mining district produced 2 million ounces of gold and 1,000,000 ounces of silver between 1892 and 1940 at an average gold grade of over 15 g/t.

The condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. These conditions suggest a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

Results of Operations

The results of operations reflect the overhead costs incurred by the Company to maintain good standing with the various regulatory authorities and to provide an administrative infrastructure to manage the acquisition, and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as property acquisition continues. The Company has not recorded, since the date of its incorporation, any revenues from its mineral exploration and development activities, nor does it expect to record any revenue over the course of the next 12 months.

Mineral Properties

Secret Pass Gold Project

During the year ended April 30, 2020, the Company entered into a purchase agreement to acquire a 100% interest in the Secret Pass Gold Project located in northwestern Arizona.

Pursuant to the option agreement, the Company agrees to make the following consideration payments:

a) within 5 working days following the exercise of the option, the Company will pay cash consideration of USD $75,000 (paid);
b) within 30 days following the exercise of the option, the Company will issue 2,000,000 common shares (issued and valued at $80,000); and
c) under the terms of the agreement, the Company will make the following additional payments:
    i) USD $175,000 on or before September 20, 2019 (paid); and
    ii) USD $125,000 on or before November 8, 2019 (paid).

There are no third-party royalties payable on future production from the project.

As of November 7, 2019 the Company was pleased to announce that it had completed the cash consideration payments to the Project vendors totaling US$375,000 as defined under the definitive purchase agreement for the Transaction announced by the Company on July 15, 2019, issued 2,000,000 common shares to the Project vendors and completed other required administrative arrangements. The Company has renewed its exploration licence on the Secret Pass Gold Property for 5 years and completed preliminary exploration work in preparation for exploration drilling.

On March 26, 2020 the Company completed the change of registration for the mineral claims acquired under the Secret Pass Gold Project ("Secret Pass") acquisition announced on July 15, 2019. Northern Lights was notified by the State of Arizona Department of Land that as of February 12, 2020, the 84 mineral claims (comprising 868 hectares) associated with Secret Pass are 100% owned and registered in the name of Northern Lights' wholly owned, Arizona registered, subsidiary company Secret Gold Pass LLC.

On February 22, 2022, the Company announced the assay results from the first two drill holes (TC21-02 and TC21-

03) completed at the Tin Cup prospect.

Assays received for TC21-02 and TC21-03 indicate wide zones of near surface gold mineralization are present at Tin Cup.

- TC21-02 Intersections*:
  - 1.61g/t gold over 66.15m from 64.00m, including
  - 10.07g/t gold over 7.
  - 0.80g/t gold over 170.57m from 59. 41m from 117.04m and
  - 22.00g/t gold over 2.07m from 122.38m and
  - 29.90g/t gold over 0.65m from 123.30m
- TC21-03 Intersections*:
  - 55m, including 2.32g/t gold over 23.50m from 95.40m

* Intersections are downhole widths as there is insufficient information to calculate true widths at this time.

On March 7, 2022, the Company announced the assay results from the third and fourth drill holes (TC21-04 and TC21-05) completed at the Tin Cup prospect at the Company's 100% owned Secret Pass Gold Project in Mohave County, Arizona.

- TC21-04 Intersections*:
  - 0.95g/t over 103.00m, the entire length of the drill hole from collar to hole bottom, including
  - 2.96g/t over 12.96m from 75.59m
- TC21-05 Intersections*:
  - 0.29g/t over 60.91m from 41.50m, included
  - 0.56g/t over 24.07m from 78.34m, including
  - 4.23g/t over 0.99m from 101.42m, in the last metre of the drill hole

* Intersections are downhole widths as there is insufficient information to calculate true widths at this time.

The Secret Pass Gold Project now totals 271 hectares comprised of one State mineral license (212 Ha) and 8 Bureau of Land Management mineral claims (65 Ha).

Caldera Copper Project

On May 14, 2024, the Company entered into a mineral property option agreement to acquire 100% of the Caldera Copper Project in Lincoln County, Nevada.

Pursuant to the option agreement, the Company is required to make aggregate considerations of cash payment of USD $10,000, equity consideration of 2,000,000 common shares and incurring exploration expenditure of USD $250,000.

i) Cash payments of USD $10,000 to be paid within 10 days of completion of the Company's next equity financing
ii) Share issuance of 2,000,000 common shares by the earlier of September 1, 2026.
iii) Exploration expenditures
   i) incur USD $100,000 on or before September 1, 2026.
   ii) incur an additional USD $150,000 on or before September 1, 2028.

Advance royalty payments of USD $15,000 per annum from September 1, 2025 to September 1, 2029 increasing to USD $30,000 per annum for September 1, 2030 to September 1, 2034, increasing to USD $60,000 per annum from September 1, 2035. The seller will retain a Net Smelter Return (NSR) of 2% with a 1% NSR buyback for USD $1,000,000 until December 31, 2035.

Loan payable

On August 7, 2023, the Company entered into a loan agreement with an arm's length company to borrow $20,000. The loan bears interest at 18% per annum and is payable on the earlier of January 31, 2024 or the completion of the next financing. An arrangement fee of $1,000 is due at loan maturity.

As at April 30, 2024, the Company fully repaid the loan for $22,519. This includes the arrangement fee and accrued interest of $2,519 that has been included in profit or loss during the year ended April 30, 2024.

Convertible securities

On June 4, 2021, the Company issued unsecured zero-coupon non-redeemable convertible securities in the principal amount of $1,075,476 (USD $890,000) for a purchase price of $966,089 (USD $800,000). The securities are zero coupon or interest and mature two years from the date of issuance. The holder can convert, at any point in time, the securities into common shares at a price of $0.06 per share ("Conversion Price").

In the event that the prevailing share price, at the time of a conversion is greater than the Conversion Price, the Company may elect to reduce the number of common shares issuable in that conversion by utilizing the prevailing share price as the conversion price instead of the Conversion Price. The "prevailing share price" will be determined by the investor as 85% of the average of five daily volume-weighted average prices of the common shares on the Canadian Stock Exchange ("CSE") during 20 consecutive trading days immediately prior to the date of the notice of conversion, rounded down to one tenth of a cent if the prevailing share price is less than $0.20, or half a cent if the prevailing share price is greater than $0.20.

Alternatively, in the event that the prevailing share price is less than the Conversion Price, the conversion will occur at the Conversion Price, and the Company will pay the investor an amount equal to the value of shares foregone as a result of the conversion price being the Conversion Price rather than the prevailing share price. The Company may elect to make this payment in common shares in lieu of cash, in its sole discretion.

The Company will have a cash repayment right in relation to any conversion so that, instead of issuing conversion shares, the Company may, at its option, make a payment to the holder equal to the number of common shares that would have otherwise been issued in the conversion multiplied by the greater of the Conversion Price, the prevailing Share price, and the market value of the shares at that time.

The settlement of the convertible securities requires the issuance of shares that will equal USD $890,000, the principal amount of the debt. As a result, the settlement will result in a variable number of shares and the instrument is a financial liability even though it will be settled by the delivery of common shares and there is no contractual obligation to repay the securities in cash. In addition, the convertible securities are denominated in a currency (USD) that is different from the Company's functional currency (CAD) and therefore the instrument has an embedded derivative. Accordingly, the Company has elected to measure the entire instrument at FVTPL and has calculated an initial fair value of $1,075,476 (USD $890,000).

In connection with the convertible securities, the Company incurred transaction costs of $446,152, recorded as expenses in profit or loss, and inclusive of the following:

- $109,387 (USD $90,000) discount on issuance;
- Issuance of 312,274 common shares (fair valued at $187,365); and
- Issuance of 280,000 broker's warrants (fair valued at $149,400).

Inputs used to calculate the fair value of the 280,000 broker's warrants were a share price of $0.06, expected life of 4 years, volatility of 221% and a discount rate of 0.75%. Each broker's warrant entitles the holder to purchase one common share exercisable at the price of $0.68509 until June 4, 2025.

In accordance with the agreement, on June 4, 2021, the Company issued to the holder 180,000 common shares with a fair value of $108,000. These common shares will be counted towards any future conversions.

On October 6, 2022, as a result of receiving a notice of default, the Company was obligated to record interest on the initial amount of USD $890,000, at a rate of 15% per annum, compounded daily from the first closing date (June 4, 2021). During the year ended April 30, 2023, the Company recorded accrued interest of $278,648 (USD $209,441).

On April 28, 2023, the terms of the agreement were amended to:

- issue 4,830,000 common shares to settle $275,122 (USD 203,000) (issued).

- pay a fixed final interest balance of $278,648 (USD $209,441).
- pay $352,566 (USD $265,000).

The amendment allows for settlement of the debt by way of transferring a portion of the Renya Silver common shares held by the Company upon scheduled release and payment of the remaining balance thereof in cash.

The lender will suspend their conversion rights until further notice.

During the year ended April 30, 2023, the Company received notice to settle $477,764 (USD $330,000) of the principal through conversion exercise and issued 24,043,342 common shares.

During the year ended April 30, 2024, the Company received notice to settle $275,122 (USD $203,000) of the principal through conversion exercise and issued 4,830,000 common shares.

During the year ended April 30, 2024, the Company transferred 2,400,000 common shares of Reyna Silver in repayment of $430,000 (USD $321,616).

As at April 30, 2024, the fair value of the convertible securities was $389,833, which resulted in a change in fair value of $12,213 that was recognized in profit or loss.

During the April 30, 2024, the Company triggered a default interest provision totaling $75,237 (US$55,677) due to its inability to fulfill the remaining obligations.

On February 23, 2024, the terms of the agreement were amended to renegotiate the payment of the outstanding principal balance of US$285,502 by way of transfer or Reyna Silver common shares and cash on or before February 23, 2025.

As at July 31 2024, the fair value of the convertible securities was $395,386, which resulted in a change in fair value of $5,553 that was recognized in profit or loss.

Subsequent to period ended July 31, 2024, the Company received notification of default, requesting immediate payment of the amount outstanding, including accrued interest at a rate of 15% per annum, compounded daily and other costs incurred by the lender.

Revenues

Due to the Company’s status as an exploration stage mineral resource company, and a historical lack of commercial production, the Company currently does not have any revenues from its operations, nor does it expect to record any revenue over the course of the next 12 months.

General and Administrative Expenses

The Company incurred a loss and comprehensive loss for the three months period ended July 31, 2024 of $169,034 (2023 – $559,556).

A brief explanation of the significant changes in expense categories is provided below:

i) Filing and regulatory fees of $2,892 (2023 - $7,736) decreased due to fewer share activities during the current period.

ii) Promotion and advertisement of $898 (2023 - $22,930) decreased due to Company’s efforts to reduce costs during the current period.

iii) Loss on fair value of convertible securities of $5,553 (2023 – gain of $1,214) related to the fluctuation of the fair value of the common shares issued in advance of conversion to the holder of the convertible securities during the current period.

iv) Realized loss on marketable securities $203,005 (2023 – $283,052) due to decrease in value of the investment held by the Company during the current period.

v) Unrealized gain on marketable securities $109,130 (2023 – loss of $187,740) due to fluctuation of the fair value of the investment held by the Company during the current period.

Summary of Quarterly Results

The following table sets out selected consolidated quarterly information for the last eight quarters.

Three Months Ended	**July 31, 2024**	**April 30, 2024**	**January 31, 2024**	**October 31, 2023**
Interest Income	$ -	$ -	$ -	$ -
Exploration and Evaluation Assets	2,086,012	2,098,499	2,078,147	2,078,147
Deficit	9,166,860	8,997,826	8,799,551	8,644,424
Net Loss	(169,034)	(198,275)	(155,127)	(58,931)
Basic and Diluted Loss Per Share	(0.00)	(0.00)	(0.00)	(0.00)

Three Months Ended	**July 31, 2023**	**April 30, 2023**	**January 31, 2023**	**October 31, 2022**
Interest Income	$ -	$ -	$ -	$ -
Exploration and Evaluation Assets	2,078,147	2,078,147	2,077,481	2,680,014
Deficit	8,585,493	8,025,937	6,622,646	8,179,957
Net Income (Loss)	(559,556)	(1,403,291)	1,557,311	(180,533)
Basic and Diluted Income (Loss) Per Share	(0.02)	(0.05)	0.05	(0.01)

Liquidity and Capital Resources

At July 31, 2024, the Company had cash of $22,007 (April 30, 2024 – $4,386).

At July 31, 2024, the Company had a working capital deficiency of $690,423 (April 30, 2024 – $533,876).

The Company expects its current capital resources will not be sufficient to meet its business objectives or day-to-day operations through its next quarter or current operating year, and that its continuation as a going concern will be dependent on its ability to raise additional funds through equity issuances. There is no guarantee the Company will be successful in that regard. See “Overview and Going Concern” above.

Financial Risk Factors

The Company has applied a three-level hierarchy to reflect the significance of the inputs used in making fair value measurements. The three levels of fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
Level 3 – Inputs for assets or liabilities that are not based on observable market data.

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, convertible securities, and subscriptions receivable. The fair value of the accounts payable and accrued liabilities approximates their carrying values due to the short-term nature of these instruments. Cash and marketable securities are measured at fair value using level 1 inputs. Convertible securities are measured using level 2 inputs as it uses observable inputs other than quoted prices included within level 1.

The Company is exposed to a variety of financial risks by virtue of its activities including credit, liquidity, currency, interest rate, and other price risk. The Company's exposure to and management of these risks has not changed materially from that of the prior year.

a) Market risk

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

<u>Currency risk</u>

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. A portion of the Company's expenses are denominated in US dollars. As the Company's functional and presentation currency is the Canadian dollar, the Company is exposed to risk from changes in the US dollar exchange rate.

At July 31, 2024, the Company had Canadian dollar equivalent cash of $836 (April 30, 2024 - $888), accounts payable and accrued liabilities of $92,508 (April 30, 2024 - $88,757), and convertible securities of $395,386 (April 30, 2024 - $389,833) which were denominated in US dollars.

Sensitivity Analysis
Management has completed a sensitivity analysis to estimate the impact on profit or loss for the period which a change in foreign exchange rates. A 10% change in the exchange rate would result in a $48,705 (April 30, 2024 - $47,770) change in profit or loss.

<u>Interest rate risk</u>

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 is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

<u>Other price risk</u>

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, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The

Company exposure to price risk primarily attributed to marketable securities at July 31, 2024. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and subscriptions receivable. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada. The maximum exposure to credit risk is the aggregate carrying amount of cash and subscriptions receivable.

c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure it has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements, option exercises and warrant exercises to meet its working capital requirements, after taking into account existing cash and expected exercise of share purchase warrants and options.

Management believes that it will be successful in raising the necessary funds however, given the current market conditions, management believes that the raising of the required funds will take longer than is normal and will be at prices that may be less than desirable. There are no assurances that additional funds will be available on terms acceptable to the Company or at all. The Company does not have significant liquidity risk as all of its financial liabilities are current in nature.

Related Party Transactions

	Period ended July 31, 2024	**Period ended July 31, 2023**
Management fees	$ 45,000	$ 45,000
Professional fees	-	3,000
	$ 45,000	$ 48,000

Key management personnel are those personnel having the authority and responsibility for planning, directing, and controlling the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the period ended July 31, 2024, the Company:

i) paid or accrued management fees of $22,500 (2023 - $22,500) to the Chief Financial Officer (“CFO”) of the Company.

ii) paid or accrued management fees of $22,500 (2023 - $22,500) to the Chief Executive Officer (“CEO”) of the Company.

iii) paid or accrued professional fees of $Nil (2023 - $3,000) to the former Chief Financial Officer (“CFO”) of the Company.

Included in accounts payable and accrued liabilities as at July 31, 2024 is $254,105 (April 30, 2024 - $260,395) owed to officers of the Company.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Changes in Accounting Policies and Future Accounting Pronouncements

Please refer to the condensed interim consolidated financial statements for the three months ended July 31, 2024 located on www.sedarplus.ca.

Critical Accounting Estimates

Please refer to the condensed interim consolidated financial statements for the three months ended July 31, 2024 located on www.sedarplus.ca.

Contingencies

There are no contingent liabilities.

Management's Responsibility

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Other MD&A Requirements

As at September 25, 2024, the Company had the following outstanding:

Common shares – 48,488,704 outstanding

Options

Options Outstanding	Options Exercisable	Exercise Price	Expiry Date
390,407	390,407	$0.50	23-July-25
200,000	200,000	$0.70	10-Dec-25
50,000	50,000	$0.70	13-Jan-26
640,407	640,407		

Warrants

Warrants Outstanding	Exercise Price	Expiry Date
1,262,777	$0.75	22-Jan-25
280,000	$0.685	4-Jun-25
4,373,001	$0.75	19-Aug-25
214,400	$0.75	19-Aug-25
3,150,000	$0.10	27-Jul-27
9,280,178		