Equity Metals Corporation

MANAGEMENT DISCUSSION & ANALYSIS

For the Three and Nine Months Ended May 31, 2024 and 2023

Introduction

The following management's discussion and analysis ("MD&A") of the operations, results, and financial position of Equity Metals Corporation (the "Company" or "Equity Metals") should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended May 31, 2024 and the audited consolidated financial statements for the year ended August 31, 2023 and the notes thereto.

The unaudited condensed consolidated interim financial statements are prepared in accordance with IFRS Accounting Standards ("IFRS") and include the operating results of the Company. Unless expressly stated otherwise, all financial information is presented in Canadian dollars. This MD&A is dated July 25, 2024.

Business Description

Equity Metals has continued its efforts to date with a sole business objective to identify, evaluate and explore mineral properties having high potential for the discovery of economic mineral deposits. The Company is a publicly traded company without any substantive operations, and thus, has realized no significant mining revenues to date. Equity Metals has a year end of August 31st and was incorporated on April 7, 1964 under the Company Act of British Columbia.

The Company is principally engaged in the acquisition, exploration and development of metal, silica, and diamond properties in British Columbia, Saskatchewan, and Northwest Territories, and accordingly has no revenue from any of its properties to date. The Company's common shares trade on the TSX Venture Exchange under the trading symbol "EQTY" and on the OTCQB Venture Marketplace in the U.S. under the trading symbol "EQMEF". The Company is extra-provincially registered in the Province of Saskatchewan and extra-territorially registered in the Northwest Territories.

Forward-Looking Information

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company as of the reporting period under this disclosure. When used in this document, the words "anticipate", "believe", "estimate", "expect", "significant" and similar expressions, as they relate to the Company or its management are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated costs and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievement of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Mineral Project Activity

Silver Queen Property – Central British Columbia (100%) (For Metal Equivalents, the MDA has adopted methods for determining grade equivalents as ratios that take reasonable assumptions for recovery into account)

The Company owns a 100% interest in 17 crown-granted titles, comprised of two surface and undersurface titles (40.47 ha) and 15 undersurface only titles, and 46 tenure claims covering 18,871 hectares in the Omineca Mining Division, near Owen Lake, British Columbia. The Silver Queen property is a past-producing Au/Ag/Zn epithermal vein system that currently has a significant high-grade resource on four of the more extensively drilled veins. Importantly, much of the well-drilled shallow mineralization is open to depth and along strike. The Company received approval in May 2020 from the Ministry of Mines for its multi-year Notice of Work ("NOW") for the property. The five-year plan includes drilling from up to 50 surface sites and the construction of up to 6 kilometres of additional exploration trails. The focus of the upcoming work program remains the resource expansion of the vein deposits.

The Silver Queen property is within the Wet'suwet'en land claim, and they are included in the Notice of Work and permitting consultation process. The Company uses First Nations' employees and contractors in all activities where appropriate and First Nation involvement is encouraged.

On January 16, 2023, the Company filed on SEDAR a National Instruments 43-101 ("NI 43-101") compliant Technical Report entitled "Technical Report and Updated Mineral Resource Estimate of the Silver Queen Property, Omineca Mining District, British Columbia, Canada", which was prepared by P&E Mining Consultants Inc, Kirkham Geosystems Ltd. and Metallurgical Process Consultants.

Table 1: Base Case Mineral Resource Estimate for the Silver Queen Project Utilizing a C$100/t NSR cut-off value

Indicated Resources		Average Grade						
Zone	Tonnes (kt)	Ag (g/t)	Au (g/t)	Cu (%)	Pb (%)	Zn (%)	AgEq (g/t)	AuEq (g/t)
No. 3 and NG3 Veins	2,942	150	2.45	0.25	0.7	3.8	569	6.9
Camp Vein	514	412	0.31	0.19	0.4	1.5	541	6.5
Total	**3,455**	**189**	**2.13**	**0.24**	**0.6**	**3.5**	**565**	**6.9**

Inferred Resources		Average Grade						
Zone	Tonnes (kt)	Ag (g/t)	Au (g/t)	Cu (%)	Pb (%)	Zn (%)	AgEq (g/t)	AuEq (g/t)
No. 3 and NG3 Veins	257	110	1.94	0.32	0.2	1.1	361	4.4
Camp Vein	1,664	176	0.64	0.22	0.6	2.1	366	4.4
Total	**1,920**	**167**	**0.82**	**0.23**	**0.5**	**2.0**	**365**	**4.4**

Indicated Resources		**Contained Metal**						
Zone	**Tonnes (kt)**	**Ag TrOz (kozs)**	**Au TrOz (kozs)**	**Cu (Mlbs)**	**Pb (Mlbs)**	**Zn (Mlbs)**	**AgEq TrOz (kozs)**	**AuEq TrOz (kozs)**
No. 3 and NG3 Veins	2,942	14,168	232	16	43	249	53,852	657
Camp Vein	514	6,808	5	2	5	17	8,940	108
Total	**3,455**	**20,976**	**237**	**18**	**48**	**267**	**62,792**	**765**

Inferred Resources		**Contained Metal**						
Zone	**Tonnes (kt)**	**Ag TrOz (kozs)**	**Au TrOz (kozs)**	**Cu (Mlbs)**	**Pb (Mlbs)**	**Zn (Mlbs)**	**AgEq TrOz (kozs)**	**AuEq TrOz (kozs)**
No. 3 and NG3 Veins	257	911	16	2	1	6	2,975	36
Camp Vein	1,664	9,387	34	8	22	78	19,562	237
Total	**1,920**	**10,298**	**50**	**10**	**23**	**84**	**22,536**	**273**

1) *The current Mineral Resource Estimate was prepared by Garth Kirkham, P.Geo., of Kirkham Geosystems Ltd and Eugene Puritch, P. Eng., FEC, CET and Fred Brown, P, Geo. of P&E Mining Consultants Inc. ("P&E"), Independent Qualified Persons ("QP"), as defined by National instrument 43-101.*
2) *All Mineral Resources have been estimated in accordance with Canadian Institute of Mining and Metallurgy and Petroleum ("CIM") definitions, as required under National Instrument 43-101 ("NI43-101").*
3) *Mineral Resources were constrained using continuous mining units demonstrating reasonable prospects of eventual economic extraction.*
4) *Silver and Gold Equivalents were calculated from the interpolated block values using relative process recoveries and prices between the component metals and silver to determine final AgEq and AuEq values.*
5) *Silver and Gold Equivalents and NSR$/t values were calculated using average long-term prices of $20/oz silver, $1,700/oz gold, $3.50/lb copper, $0.95/lb lead and $1.45/lb zinc. All metal prices are stated in $USD.* The C$100/tonne NSR cut-off grade value for the underground Mineral Resource was derived from mining costs of C$70/t, with process costs of C$20/t and G&A of C$10/t. Process recoveries used were *Au 70%, Ag 80%, Cu 80%, Pb 81% and Zn 90%.*
6) *Grade capping was performed on 1m composites for the No. 3 and NG-3 veins and whole vein composites for the Camp and Sveinson veins. For the No. 3 and NG-3 veins Inverse distance cubed (I/d3) was utilized for grade interpolation for Au and Ag and inverse distance squared (I/d2) was utilized for Cu, Pb and Zn. Inverse distance squared (I/d2) was used for all metals in the Camp and Sveinson veins.*
7) *A bulk density of 3.56t/m^3 was used for all tonnage calculations in the No. 3 and NG-3 veins. A variable density with a 3.15 average was used for the Camp and Sveinson veins.*
8) *Mineral Resources are not Mineral Reserves until they have demonstrated economic viability. Mineral Resource Estimates do not account for a Mineral Resource's mineability, selectivity, mining loss, or dilution.*
9) *An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.*
10) *All figures are rounded to reflect the relative accuracy of the estimate and therefore numbers may not appear to add precisely.*

The updated Independent Mineral Resource Estimate ("MRE") for the Silver Queen Project features lateral and down-dip extensions of the previously modelled No. 3 and NG-3 Veins, originally included in the 2019 MRE, and new, previously unmodelled mineralization from the Camp and Sveinson Targets. The MRE: ():

- Increase in the Indicated Category:
  - 187% increase to 62.8Mozs AgEq, and

- Increase in the Inferred Category:
  - 30% increase to 22.5Mozs AgEq

(Silver equivalency was calculated using relative process recoveries and prices between the component metals and silver as identified in Table 1).

In addition to the size and quality of the current Mineral Resource Estimate, and the now-enhanced exploration potential, the property has several other important attractive features, including: a) the property is wholly owned by the Company with no underlying option payments and no royalty burdens; b) logistics are excellent with good road access from the town of Houston, B.C., a small camp on site, moderate topography, and location in the snow shadow of the Coast Range; c) abundant mining activity occurs in the region; and d) power and water are available.

Exploration Highlights

Equity continued core drilling on its flagship Silver Queen property during 2023 with the twin goals of extending select known mineralized veins and of identifying new mineralization that may further increase the project's resource base, for which an independent 2022 resource estimate demonstrated a significant increase compared to the Company's 2019 resource. Importantly, the Company conducted initial drilling on two targets that are not included in the current Silver Queen resource, George Lake and Cole Lake.

Twenty-six core holes were completed for a total of 9,989 metres over three phases of drilling in 2023. Eight rock chip samples and 1,437 soil sediment samples were also collected as part of continued surface work on the property. Drilling successfully demonstrated lateral and down-dip extensions of the known Camp and Sveinson deposits and identified several shallow hangingwall veins which remain to be further tested both laterally and at depth. Drilling also confirmed the significant exploration potential of the new George Lake and Cole Lake targets which were originally identified in historic exploration on the property but were previously not explored by the Company and were not included in the 2022 Mineral Resource update.

Initial drilling at both the George and Cole Lake targets confirmed the grade and tenor of historically reported mineralization and in each instance, was able to trace mineralization for up to 400 metres laterally. Further drilling is required on each target to establish a drill intercept spacing suitable for resource modelling and has been incorporated into the current 2024 exploration program.

Results from soil samples taken at that time confirmed and extended the surface expression of several known zones of mineralization throughout the property as well as highlighted an exciting new 1 km^2 polymetallic soil target located just north of the Camp Deposit.

On April 29, 2024, the Company announced that crews mobilized in preparation for the 2024 Exploration Season. Drilling commenced in early May and continues into July.

Eighteen core holes totalling 7,553 metres have now been completed as part of the 2024 drill program on the George Lake target. Drilling has tested a 550-metre strike length of the structure to depths of up to 400 metres below surface.

Assay results from the first five holes returned multiple intercepts of strongly enriched precious and base metals, including:

- A **1.2 metre** (est. TT) interval grading **2.0g/t Au, 173g/t Ag, 0.1% Cu, 4.2% Pb and 12.9% Zn (16.0g/t AuEq or 1190g/t AgEq)** in drillhole **SQ23-105**;
- A **2.1 metre** (est. TT) interval grading **0.8g/t Au, 43g/t Ag, 1.7% Pb and 3.4% Zn (4.7g/t AuEq or 352g/t AgEq)** in drillhole **SQ23-106,** and
- A **2.7 metre** (est. TT) interval averaging **1.6g/t Au, 48g/t Ag, 0.6% Pb and 1.3% Zn (3.6g/t AuEq or 265g/t AgEq)** in drillhole **SQ23-107**.

(Silver equivalency was calculated using relative process recoveries and prices between the component metals and silver as identified in Table 1).

These result help confirm the lateral projection of mineralization in the George Lake structure and the persistence of the target vein to depth. Additional narrower veins were intersected in each of the five holes suggesting the potential, with further drilling, for the development of coherent veins in the hangingwall or footwall to the main target vein. These include: 0.2m grading 1282g/t AgEq from drill hole SQ24-108 and 0.7m averaging 418g/t AgEq from SQ24-109.

Additional assay results will further extend the projection of mineralization at George Lake and continue to infill the target structure to depths of up to 400 metres below surface.

Exploration in the Summer ’24 program will now shift to test further extensions of the Camp Deposit and drill testing of the Camp North target which was previously identified in 2024 surface sampling as a strongly anomalous polymetallic 1 km^2 soil anomaly located to the north of the main Camp Deposit.

La Ronge Silica Project (100%)

The Company owns a 100% interest in the La Ronge Silica Project, an historic sand quarry located in central Saskatchewan, approximately 60 kilometers south-southeast of La Ronge, Saskatchewan and 210 kilometers west of Flin Flon, Manitoba. The Mineral Lease covers an area of 54 acres. Although silica has many industrial uses, one potentially new use for high-purity silica sand is as feedstock to produce silicon for use in lithium cathodes batteries. Silicon is being tested by the electric-car industry to replace or augment carbon in lithium battery anodes to dramatically extend the time between charging. Other possible conventional uses exist in the ceramics and glass industries.

During November 2021 the Company engaged a geological consultant to sample material exposed in the historic quarry. On April 12, 2022, the Company announced the results of analyses and test work on the sampled material. Results are positive, indicating the ability to upgrade to high-purity silica (>98% SiO2), a specialty product, with simple washing of sand to remove clays. The sand ranges from poorly consolidated to unconsolidated, potentially eliminating the need for blasting and crushing. The results from the La Ronge Silica property are encouraging and suggest it may become a “third leg” value to Equity, particularly if silicon becomes an important component to vastly improve lithium batteries.

Monument Diamond Property - Lac de Gras, Northwest Territories (57.49%)

The Company holds a 57.49% working interest and is operator of the Monument Diamond Project, in the Mackenzie District Mining Division, NWT, a property comprising 3 mining leases and 2 staked claims covering, in aggregate, approximately 3,581 ha and located about 40km from both the Diavik and Ekati diamond mines and some 300 km north of Yellowknife. The 3 mining leases, subject to making annual lease payments, have been renewed to May 9, 2044, and the 2 staked claims have work credits in good standing until May 2, 2027. The property hosts 12 different diamond-bearing kimberlites with a total of 2,437 microdiamonds recovered from past drilling; the largest discovered to date being 0.445 carats. Organic carbon has been identified in some of the kimberlite pipes on the property, indicating a near surface, eruptive level of the kimberlite pipe. In February 2021, the Company initiated a 'tow-mag' survey (magnetometer survey pulled by snowmobile) at a 50m line spacing on two claims on the Monument Diamond project. The claims are located to the north of the leases that make up the main tenures of the property and the new survey links up with existing magnetics over the main portion of the property. In addition, this work meets the Company’s exploration and assessment requirements for these claims.

The property is subject to 2% gross overriding royalty, a portion of which is held by the Company. Equity Metals is the operator of the joint venture where two parties hold the remaining 42.51%. The Company has a five-year Type "A" Land Use Permit from the Wek'èezhìi Land and Water Board, which expires September 1, 2024. The partners have posted the increased cash bond to cover additional reclamation costs, which were incurred in Q3 2020 for minor remediation. Monument is considered to be a valuable asset that does not need to be aggressively pursued at this time as the Company focuses on advancing the Silver Queen project.

WO Claim Block – operated by DeBeers Canada Inc.

Equity Metals holds an indirect 4.47% interest in the WO Diamond property, a property comprising eight leases and approximately 5,816 ha, which immediately adjoins the Diavik Diamond Mine claims, some 300 km north of Yellowknife. The WO Diamond property is a joint venture ownership consisting of DeBeers Canada Inc. ("De Beers") (72.13%), Archon Minerals Limited (17.57%) and DHK Diamonds Inc. (10.30%), with DeBeers being the project operator. The Company has a cost contribution commitment, commensurate with its interest, to fund the costs of operating the WO claim block. No contributions were required for the three and nine months ended May 31, 2024 (May 31, 2023 - $nil).

An encouraging 2007 bulk sample produced individual rough diamonds up to 9.45 carats. DHK has not, to date, received proposed work plans for 2024/2025 from DeBeers.

Greenwood Royalty

Equity Metals sold its interest in a large group of claims in the Greenwood district in B.C. to Golden Dawn Minerals Inc in 2017 for shares and a retained royalty. The shares were subsequently sold, but the Company retains the 1% NSR royalty on this past-producing precious- and base-metal property. Golden Dawn has the right to purchase half of the royalty from the Company for $1.2 million to February 2027. Equity's royalty claims include the Phoenix open pit mine, where Golden Dawn's website reports that approximately 25.5 million tons were produced at an average grade of 0.9% copper and 1.1g/t gold between 1959 and 1976. Additional production of approximately 1.7 million tons were reported from other mines on the royalty claims. Golden Dawn holds a land package immediately to the south of the Company's royalty claims that includes the Greenwood metal-processing mill and has announced plans to re-open the mill with feed from mines on its property and potentially from toll mill-feed from others. Golden Dawn reports that it intends to explore the Company's royalty ground for additional mill feed. The Company is monitoring activity on the property for this potential royalty stream.

Further information on the Company's projects, applicable resource updates and related news releases are available on the Company's website at https://equitymetalscorporation.com/.

Qualified Person

Robert Macdonald, MSc. P.Geo, is VP Exploration of Equity Metals and a Qualified Person as defined by National Instrument 43-101. He is responsible for the supervision of the exploration on the Silver Queen project and has reviewed and approved the technical information in this MD&A.

John R. Kerr, P.Eng. is Qualified Person as defined by National Instrument 43-101. He is responsible for the supervision of the exploration on the La Ronge Silica project and has reviewed and approved the technical information in this MD&A.

Exploration and Evaluation Expenditures

Exploration and evaluation expenditures incurred for the nine months ended May 31, 2024 and May 31, 2023 were as follows:

	La Ronge Silica project		Silver Queen property		Monument Diamond property		Total	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023
	$	$	**$**	$	**$**	$	**$**	$
Assay analysis	**-**	-	**157,587**	24,290	**-**	-	**157,587**	24,290
Camp preparation	**-**	-	**156,540**	101,872	**-**	-	**156,540**	101,872
Depreciation	**-**	-	**6,087**	5,310	**-**	-	**6,087**	5,310
Drilling	**-**	-	**795,684**	475,395	**-**	-	**795,684**	475,395
General exploration	**-**	-	**253,369**	158,610	**-**	282	**253,369**	158,892
Geology	**1,211**	1,787	**396,796**	380,499	**1,935**	3,341	**399,942**	385,627
Environmental and reclamation	**-**	-	**5,412**	90,973	**-**	-	**5,412**	90,973
Property, assessment/taxes	**108**	210	**1,214**	1,074	**15,405**	15,530	**16,727**	16,814
	1,319	1,997	**1,772,689**	1,238,023	**17,340**	19,153	**1,791,348**	1,259,173
Receipt of BCMETC*	**-**	-	**(81,033)**	(315,810)	**-**	-	**(81,033)**	(315,810)
	1,319	1,997	**1,691,656**	922,213	**17,340**	19,153	**1,710,315**	943,363

* Government assistance arises from the receipt of refundable BC Mining Exploration Tax Credits.

Results of Operations

Nine months ended May 31, 2024

During the nine months ended May 31, 2024, the Company reported a net loss of $2,338,743 or $0.02 loss per share (2023 - $1,687,066 or $0.01 loss per share).

For the nine months ended	**May 31, 2024** **$**	May 31, 2023 $
Exploration and evaluation expenses, net of recoveries	**(1,710,315)**	(943,363)
Administration expenses (excluding share-based compensation)	**(570,584)**	(517,551)
Share-based compensation	**(389,537)**	(478,659)
Interest income and miscellaneous	**28,527**	28,541
Foreign exchange (gain) loss	**(3,230)**	(2,640)
Flow-through premium recovery	**349,902**	226,606
Part XII.6 tax arising on flow-through financings	**(43,506)**	-
Net loss and total comprehensive loss for the period	**(2,338,743)**	(1,687,066)

The net loss and total comprehensive loss for nine months ended May 31, 2024, increased compared to the comparable period in the prior year mainly due to the increase in the Company's exploration activity from $943,363 to $1,710,315, offset by an increase in the flow-through premium recovery of $349,902 (2023 - $226,606). Additionally, the Company paid and accrued for part XII.6 tax of $43,506 arising on flow-through financings (2023 - $Nil).

The most significant expenses, during the nine months ended May 31, 2024, with respect to exploration and evaluation activities relate to drilling of $795,684 (2023 - $475,395), geology costs of $399,942 (2023 - $385,627), assay analysis of $157,587 (2023 – $24,290), camp costs of $156,540 (2023 - $101,872) and general exploration expense of $253,369 (2023 – $158,892). During the nine months ended May 31, 2024, the Company received $81,033 (2023 – $315,810) in the form of BC Mineral Exploration Tax Credits which were applied against the costs of exploration.

The significant categories in administration expenses for nine months ended May 31, 2024, includes travel and promotion costs of $222,716 (2023 - $220,771), legal, audit and accounting costs of $180,048 (2023 - $141,871), and office rent and building expenses of $45,000 (2023 - $38,000). The increase in legal, audit and accounting costs and licenses, fees and other costs compared to the same period in the prior year was due to additional assistance required due to the increase in the Company's business activities during the period and increase in the audit fees compared to May 31, 2023.

During the nine months ended May 31, 2024 the Company also incurred non-cash share-based compensation of $389,537 compared with $478,659 for the same period of May 31, 2023 arising with respect to 3,650,000 options granted and vesting upon grant (2023 – 2,975,000 options). The fair value at date of grant of the options during the nine months ended May 31, 2024 was lower than in 2023, which resulted in the decrease in the share-based compensation in 2024.

Three months ended May 31, 2024

During the three months ended May 31, 2024, the Company reported a net loss of $732,514 or $0.00 loss per share (May 31, 2023 - $1,238,131 or $0.01 loss per share).

For the three months ended	**May 31, 2024 $**	**May 31, 2023 $**
Exploration and evaluation expenses, net of recoveries	**(727,342)**	(832,936)
Administration expenses (excluding share-based compensation)	**(174,193)**	(165,336)
Share-based compensation	**-**	(478,659)
Interest income and miscellaneous	**13,018**	25,480
Foreign exchange gain/(loss)	**(1,729)**	(610)
Flow-through premium recovery	**201,238**	213,930
Part XII.6 tax arising on flow-through financings	**(43,506)**	**-**
Net loss and total comprehensive loss for the period	**(732,514)**	(1,238,131)

The net loss and total comprehensive loss for the three months ended May 31, 2024, decreased compared to the same period in the prior year mainly due to the timing of stock options granted, which resulted in a share-based payment expense of $Nil in the three months ended May 31, 2024 and an expense of $478,659 in the same period of 2023, and a decrease in the Company's exploration activity of $105,594 in 2024 compared to 2023. This decrease in expenses during the three months ended May 31, 2024 was offset by the paid and accrued part XII.6 tax of $43,506 on flow-through financings (2023 - $Nil).

The most significant expenses, during the three months ended May 31, 2024, with respect to exploration and evaluation activities relate to drilling costs of $354,083 (2023 - $475,395), geology costs of $205,613 (2023 - $203,136), general exploration of $127,484 (2023 - $134,629) and camp costs of $88,795 (2023 – $98,191). During the three months ended May 31, 2024, the Company received refunds of $81,033 (2023

– $177,615) in the form of BC Mineral Exploration Tax Credits which were applied against the costs of exploration.

The significant categories in administration expenses for three months ended May 31, 2024, includes travel and promotion costs of $63,710 (2023 - $71,046); legal, audit and accounting costs of $56,921 (2023– $47,867); and office rent and building expenses $15,000 (2023 - $12,000). The decrease in travel, marketing and promotion costs incurred during the three months ended May 31, 2024 is due to the timing of the promotional events and conferences. Legal, audit and accounting costs and licenses, fees and other costs increased compared to the same period in the prior year due to additional assistance required due to the increase in the Company's business activities during the period and increase in the audit fees compared to 2023. During the three months ended May 31, 2024, the Company also incurred non-cash share-based compensation of $nil compared with $478,659 for the same period to May 31, 2023, which varies based on the timing of the option grants.

Quarterly Information

The following table sets forth selected financial information from the Company's unaudited quarterly financial statements for the last eight quarters ending with the most recently completed quarter, being the three months ended May 31, 2024. No cash dividends were declared in any of the reported periods.

Three months ended	**May 31, 2024 $**	**Feb 29, 2024 $**	**Nov 30, 2023 $**	**Aug 31, 2023 $**
Total revenues	nil	nil	nil	nil
Net income (loss)	(732,514)	(681,372)	(924,857)	(1,219,591)
Net income (loss) per share	-	-	(0.01)	(0.01)

* *The aggregate of quarterly per share amounts may not equal the annual per share amount due to rounding in the calculations.*

Three months ended	**May 31, 2023 $**	**Feb 28, 2023 $**	**Nov 30, 2022 $**	**Aug 31, 2022 $**
Total revenues	nil	nil	nil	nil
Net income (loss)	(1,238,131)	(183,333)	(263,602)	(375,974)
Net income (loss) per share	(0.01)	-	-	-

* *The aggregate of quarterly per share amounts may not equal the annual per share amount due to rounding in the calculations.*

The changes in quarterly net loss from fiscal 2023 to fiscal 2024 is primarily driven by the increase in and timing of the Company's exploration activity supporting the advancement of the Company's operations during fiscal 2024 as well impacts of receipt of BC Mineral Exploration Tax Credits.

Financing

<u>Subsequent to May 31, 2024</u>

On June 20, 2024, the Company closed a Premium/Charity flow-through private placement by issuing a total of 13,760,000 Charity Charity/Premium flow-through units ("FT Units") at $0.295 per FT Unit, for gross proceeds of $4,059,200. Each FT Unit consists of one flow-through common share and one-half (1/2) of one share purchase warrant, with each whole warrant entitling the holder thereof to purchase one non-flow-through common share for a period of 3 years at a price of $0.295. The Company paid finders' fees totalling $243,552 and issued an aggregate 414,600 non-transferable finders' warrants in connection with the Offering. Each finder's warrant is exercisable to purchase one common share for a period of 3 years at an exercise price of $0.20 per common share.

Subsequent to May 31, 2024 the Company issued 1,284,000 common shares arising from the exercise of the same number of warrants with an exercise price of $0.12 for gross proceeds of $154,080 inclusive of 367,000 warrants for which $44,040 had been received as of May 31, 2024.

Nine months ended May 31, 2024

During the nine months ended May 31, 2024 shares were issued for the following:

On December 20, 2023, the Company closed a non-brokered flow-through private placement by issuing 8,500,000 premium flow-through units (the "Units") at a price of $0.19 per Unit for gross proceeds of $1,615,000. Each Unit consists of one flow-through common share and one share purchase warrant. Each warrant entitles the holder to purchase one non-flow through common share for a period of 5 years, until December 20, 2028, at an exercise price of $0.18. The Company incurred cash issuance costs of $25,099 in connection with the private placement.

During the nine months ended May 31, 2024, the Company issued 3,020,500 shares upon exercise of warrants for gross proceeds of $432,825. The Company also collected $44,040 by May 31, 2024 from the exercise of 367,000 warrants at an exercise price of $0.12 per common share for which 367,000 shares were issued subsequent to May 31, 2024.

During the nine months ended May 31, 2024, the Company issued 350,000 shares upon exercise of 350,000 options with a weighted-average exercise price of $0.112 for gross proceeds of $39,250. The Company reclassified, from Reserves to Share Capital, $32,807 of fair value associated with the 350,000 options exercised during the period (2023 - $19,620 of fair value associated with the 200,000 options exercised). During the nine months ended May 31, 2024, weighted average share price at the date of option exercises was $0.20 (2023 - $0.25).

Nine months ended May 31, 2023

During the nine months ended May 31, 2023 shares were issued for the following:

On December 29, 2022, the Company closed the first tranche of its non-brokered private placement by issuing a total of 13,045,233 flow-through units. The first tranche consists of a total of 8,333,333 flow-through units (the "FT Units") sold at a price of $0.12 per FT Unit for gross proceeds of $1,000,000; and 4,711,900 premium flow-through units (the "PFT Units") sold at a price of $0.147 per PFT Unit for gross proceeds of $692,649 for aggregate total gross proceeds of $1,692,650. Each FT Unit and PFT Unit consists of one flow-through common share and one warrant. The warrants for all units are the same with each warrant entitling the holder to purchase one non-flow through common share for a period of 3 years at a price of $0.15. In addition, the Company incurred cash finders' fees of $42,476 and issued 353,964 finders' warrants which are exercisable at $0.15 for a period of 3 years.

On January 17, 2023, the Company closed its final tranche of the private placement by issuing 10,500,000 non-flow through units (the "NFT Units") at a price of $0.10 per NFT Unit gross proceeds of $1,050,000. Each NFT Unit consists of one non-flow through common share and one warrant. The warrants for all units entitle the holder to purchase one non-flow through common share for a period of 3 years at a price of

$0.15. In addition, the Company incurred cash finders' fees of $13,680 and issued 136,800 finders' warrants which are exercisable at $0.15 for a period of 3 years.

During the nine months ended May 31, 2023, 4,895,145 warrants were exercised resulting in proceeds of $489,516 and 200,000 options were exercised resulting in proceeds of $20,000.

Liquidity and Capital Resources

The unaudited condensed interim consolidated financial statements for the period ended May 31 2024, have been prepared on the basis of accounting principles applicable to a going concern. This assumes that Equity Metals 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. Equity Metals has incurred operating losses over several fiscal years, has limited financial resources, no source of operating cash flow and no assurances that sufficient funding, including adequate financing, will be available to further explore its mineral property projects and to cover the overhead costs necessary to maintain a public company in good standing. At May 31, 2024, the Company had cash on hand of $3,235,604 and a current working capital of $2,565,588 compared to cash on hand of $2,951,659 and a working capital of $2,841,252 at August 31, 2023. The net increase in cash for the period is primarily from net cash from financing activities of $2,104,811 in connection to the private placement closed in December 2023 and cash received on option and warrant exercises of $39,250 and $476,865, respectively, offset by cash used in operating activities of $1,811,740 and investing activities of $12,356.

Working Capital

As at	**May 31, 2024**	Aug 31, 2023
	$	$
Current Assets	**3,424,324**	3,128,748
Current Liabilities	**858,736**	287,496
Current Working Capital	**2,565,588**	2,841,252

Critical Accounting Estimates

Carrying value and recoverability of exploration and evaluation assets

The carrying amount of the Company's exploration and evaluation assets does not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production, or proceeds from the disposition of the mineral properties themselves.

Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's mineral properties.

To the extent that any of management's assumptions change, there could be a significant impact on the Company's future financial position, operating results and cash flows.

Fair value of stock options and warrants

Charges for share-based compensation are based on the fair value at the date of the award. Stock options are valued using the Black-Scholes Option Pricing Model, and inputs to the model include assumptions on expected volatility, discount rates and expected term, dividend yield, and expected forfeitures. Any changes in the estimates or inputs utilized to determine fair value could result in a significant impact on the Company's future operating results or on other components of equity. Expected volatility is a measure for variation of a price of a financial instrument over time. Expected volatility is derived from a time series of past market prices therefore may not be an accurate representation of future volatility.

Income taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning Equity Metal's general and administrative expenses and resource property costs is provided in the Company's audited consolidated financial statements for the years ended August 31, 2023 and 2022 available on its SEDAR+ at www.sedarplus.ca.

Transactions with Related Parties

Related party transactions are negotiated in the best interest of the Company.

Key management includes the President, the Chief Financial Officer, the VP Exploration and the directors. The compensation paid or payable to key management for services during the three and nine months ended May 31, 2024 and May 31, 2023, respectively, is as follows:

	Three months ended		**Nine months ended**	
	May 31 2024	**May 31 2023**	**May 31 2024**	**May 31 2023**
	$	**$**	**$**	**$**
Management and professional fees to related parties	24,182	16,248	63,963	49,064
General exploration fees to related parties	22,726	23,682	49,495	44,477
Share-based payments to related parties	-	285,584	261,471	285,584
	46,908	325,514	374,929	379,125

During the three and nine months ended May 31, 2024, $14,788 (2023 - $12,722) and $46,160 (2023 - $36,720), respectively, in accounting support services was charged by Malaspina Consultants Inc., a company controlled by Killian Ruby, the CFO and a director of the Company. Further, during the three and nine months ended May 31, 2024, the following amounts were charged to the Company by Manex Resource Group Inc., a company indirectly controlled by Killian Ruby, the CFO and a director of the Company: (i) $27,129 (2023 - $21,025) and $58,838 (2023 - $41,205), respectively, being costs for general exploration services; (ii) $15,000 (2023 - $12,000) and $45,000 (2023 - $38,000), respectively, being costs for office rent services; (iii) $1,093 (2023 - $6,851) and $7,377 (2023 - $13,121), respectively, being costs for general office and administration support services; (iv) $15,892 (2023 - $5,985) and $27,782 (2023 - $11,655), respectively, being costs for legal and corporate secretarial support services; (v) $42,433 (2023 - $36,738) and $119,137 (2023 - $107,119), respectively, being costs for corporate development and promotion services and (vi) $nil (2023 - $nil) and $nil (2023 - $26,145), respectively, being costs for corporate finance and associated services.

Included in current liabilities at May 31, 2024 is $51,645 (August 31, 2023 - $40,796) due to related parties. These amounts are unsecured and due under normal business terms.

At May 31, 2024, $7,021 (August 31, 2023 - $7,021) was included in receivables and prepaids for expense advances paid to the President and a Director of the Company.

Adoption of New Accounting Standards During the Period

No new accounting standards were adopted during the period.

Financial Instruments and Other Instruments

The Company's financial assets and liabilities are cash, receivables, reclamation deposits, accounts payable and accrued liabilities and amounts due to related parties. The fair values of these financial instruments are estimated to be their carrying values due to their short-term nature. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity, receipt of market interest rates on interest bearing assets or capacity of prompt liquidation.

Outstanding Share Data

The Company has authorized share capital consisting of common shares without par value. The number of shares authorized is unlimited. The Company has issued warrants for the purchase of common shares and also a stock option plan. The table below summarizes the Company's common shares, stock options and warrants that are convertible into common shares as of July 25, 2024:

	Number
Issued and outstanding common shares	174,919,958
Share options with a weighted average exercise price of $0.17	15,025,000
Share purchase warrants with a weighted average exercise price of $0.18	46,763,440
Fully Diluted	**236,708,398**

Disclosure Controls and Procedures

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the three and nine months ended May 31, 2024 and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate 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.

For further information, and other information relating to the Company, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with its filings on SEDAR+ at www.sedarplus.ca.

Environmental, Social and Governance Disclosures

The Company's is committed to increased stakeholder disclosure and dialogue over sustainability matters. The core values are:

- Excellence – evidence backed exploration producing high value and socially and environmentally sustainable outcomes
- Health and Safety – a healthy and safe environment for the Company's people, neighbours, and surrounding communities
- Accountability – to shareholders and surrounding communities
- Environment – healthy ecosystems and a sustainable environmental now and for future generations by applying best mining practices
- Governance - Having an established governance structure allows the Company to meet the commitments set in place through policies and management plans.

Equity Metals is committed to responsible exploration and protection of the environment surrounding its operations. The Company is committed to the application of policies and management plans that will guide sustainable mining exploration. Our environmental initiatives are designed to ensure best practices in land and water use which are monitored and managed to meet or exceed regulatory requirements.

Equity Metals strives to support the surrounding communities throughout the exploration process. The Company is committed to working with rights holders, local communities, and stakeholders to listen and learn about their concerns and to finding mutually acceptable outcomes. Engaging with, supporting, and giving back to our people and the surrounding local communities is a fundamental value of Equity Metals.

Risks

The Company is engaged in the exploration, development and exploitation of mineral resources for base metals, precious metals, industrial minerals and diamonds. The properties of the Company are without a known body of commercial ore. The exploration programs undertaken and proposed constitute an exploratory search and there is no assurance that the Company will be successful in its search. The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation. The amounts shown as property acquisition costs represent acquisition and holding cost, less amounts written off, and do not necessarily represent present or future values.

Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or in respect of which it has a right to earn an interest, the

Company cannot give any assurance that title to such properties will not be challenged or impugned. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects or governmental actions. The Company can never be certain that it or its option partners will have valid title to its mineral properties. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law are often complex.

The Company does not carry title insurance on its properties. A successful claim that the Company or its option partner does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property. The occurrence of any such event could have a material adverse effect on the Company and its prospects.

The Company requires licenses and permits from various governmental authorities to carry out exploration and development of its projects. Obtaining permits can be a complex, time consuming process. There can be no assurance that the Company will be able to obtain the necessary licences and permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities. In addition, the requirements applicable to sustain existing permits and licenses may change or become more stringent over time and there is no assurance that the Company will have the resources or expertise to meet its obligations under such licenses and permits.

The Company has experienced losses in operations in prior years and has an accumulated deficit position. The Company expects to incur losses for the foreseeable future. The continuation of the Company's operations is subject to its ability to continue to be able to raise funding to support its operations. While the Company has been successful to date in raising funding there is no guarantee that it will continue to do so in the future.

The profitability of the Company's operations, if ever established, will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, world supply of mineral commodities, consumption patterns, sales of copper, gold and silver by central banks, forward sales by producers, production, industrial and jewellery demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable. The Company's revenues and earnings also could be affected by the prices of other commodities such as fuel and other consumable items, although to a lesser extent than by the price of copper, gold, silver or molybdenum. The prices of these commodities are affected by numerous factors beyond the Company's control.

The Company is dependent upon share issuances to provide the funding necessary to meet its general operating expenses and will require additional financing to continue to explore its mineral properties. Issuances of additional securities will result in dilution of the equity interests of the Company's shareholders. The Company may issue additional common shares in the future as further capital is required and on the exercise of outstanding options or other convertible securities issued from time to time. Sales or issuances of substantial amounts of additional securities, or the availability of such securities for sale, could adversely affect the market prices for the Company's securities. A decline in the market prices of securities of the Company could impair the Company's ability to raise additional capital through the sale of new common shares should it desire to do so. In addition, if additional common shares or securities convertible into common shares are sold or issued, such sales or issuances may substantially dilute the equity interests of the Company's holders of common shares.

Certain directors and officers of the Company are or may become associated with other natural resource companies which may give rise to conflicts of interest. In accordance with the Business Corporations Act (British Columbia), a director or senior officer who has a material interest in a contract or transaction or a proposed contract or transaction that is material to the Company, or a director or senior officer who is a director or senior officer of, or has a material interest in, a person who has a material interest in the contract or transaction, is required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract or transaction. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. However, circumstances (including with respect to future corporate opportunities) may arise which are resolved in a manner that is unfavourable to the Company. Further, the non-management directors of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these persons and these persons will not devote all of their time to the business and affairs of the Company.

The Company is also subject to regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

Companies in all industries, including the mining industry, are subject to legal claims from time to time, some of which have merit and others of which do not. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject could have a material effect on the Company's financial position, results of operations or the Company's property development.

Companies in all industries, including the mining industry, are susceptible to cyber risk. The Company's primary operational exposure to cyber risk is with respect to proprietary geological, geochemical and exploration data and related models. The Company, similar to companies in all industries, is exposed to common place cyber risks such as, but not necessarily limited to, phishing, spam, fraudulent attacks, denial of service attacks, data loss , data theft, data corruption. The Company outsources its IT management to IT professionals who implement, among other controls and mitigation strategies, system access and authentication controls, transactional authentication, ssystem aactivity logging, audit trails, "exception" handling, on-prem and off-prem backup and storage of the Company's data.

Other

The economic uncertainties around persistent inflation pressure, geopolitical and other global factors have the potential to slow growth in the global economy. Future developments in these challenging areas could impact on the Company's results and financial condition and the full extent of that impact remains unknown.