



**Management's Discussion and Analysis
For the Three and Nine Months Ended May 31, 2024**

FORWARD-LOOKING INFORMATION AND MATERIAL ASSUMPTIONS

This report on results for the three and nine months ended May 31, 2024 contains forward-looking information, including forward-looking information about Melkior Resources Inc.'s (the "Company" or "Melkior") operations, estimates, and exploration and acquisition spending.

Forward-looking information is generally signified by words such as "forecast", "projected", "expect", "anticipate", "believe", "will", "should" and similar expressions. This forward-looking information is based on assumptions that the Company believes were reasonable at the time such information was prepared, but assurance cannot be given that these assumptions will prove to be correct, and the forward-looking information in this report should not be unduly relied upon. The forward-looking information and the Company's assumptions are subject to uncertainties and risks and are based on a number of assumptions made by the Company, any of which may prove to be incorrect.

GENERAL

The following Management Discussion and Analysis ("MD&A") is presented in Canadian dollars and should be read in conjunction with the condensed interim financial statements for the three and nine months ended May 31, 2024, which are presented in accordance with International Accounting Standard 34 *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"), and the audited financial statements for the years ended August 31, 2023 and 2022 of the Company, which are prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the IASB. The following information is prepared as at July 29, 2024. The Board of Directors of the Company has approved the disclosure contained in this MD&A.

Additional information related to the Company is available on SEDAR+ at www.sedarplus.ca and on the Company's website at www.melkior.com.

DESCRIPTION OF BUSINESS

The Company was incorporated under the *Business Corporations Act* (Canada) and is a junior mining exploration company operating in Canada. The Company's operations include the acquisition and exploration of mineral properties in Canada. The address of the registered office is Bentall 5, 550 Burrard Street, Suite 1008, Vancouver, BC V6C 2B5, and its principal place of business is 207 - 66 Brousseau Avenue, Timmins, Ontario, Canada, P4N 5Y2. The Company's shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "MKR", on the OTC Exchange in the United States under the symbol "MKRIF" and on the Frankfurt Stock Exchange under the symbol "MEK".

Melkior is in the business of the acquisition, exploration, exploration management and sale of mineral properties, with the primary aim of advancing them to a stage where they can be exploited at a profit. We do not currently have any producing properties, and our current operations are exploratory searches for mineable deposits of minerals. The Company's focus is the Urban and Val d'Or areas in the province of Quebec, and the Hemlo and Timmins areas in the province of Ontario.

EXPLORATION PROJECT – TIMMINS

Carscallen

The Carscallen and Big Marsh Projects were merged in 2017 when claim acquisition made the project claim groups contiguous. Further to this merging of Projects the conversion of legacy mining claims into "cells"

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had the effect of re-establishing claim boundaries. The creation of the new mining cells from Melkior legacy claims had the effect of making the Bristol Project contiguous with the Carscallen Project. The combined group of contiguous claims is referred to as the Carscallen Project. The Carscallen property now is comprised of 378 of combined Single Cell Mining Claims and Boundary Cell Mining Claims. Each Single Cell Mining Claims is approximately 20 ha. Work expenditures can now be transferred within the entire contiguous claim group. At present time the earliest claim due date in the Carscallen project is in 2024.

The Carscallen Project is located 25 kilometres due west of the city of Timmins, Ontario. Access to the property is excellent, via a series of roads and trails that connect to Highway 101.

The Company holds a 100% interest in the property. Some claims are subject to a 1.5% net smelter return royalty ("NSR") while another group of claims is subject to a 2% NSR of which the Company has the right to buy-out half (1%) of the NSR for \$1,000,000.

In October and November 2010, the Company signed three agreements to acquire 100% interests in additional mining claims in consideration of \$10,000 cash and two 2% NSR royalties, of which 1% can be repurchased for \$500,000 each.

In October 2013, the Company signed a memorandum of understanding ("MOU") with the Mattagami First Nation. As part of the MOU, the Company issued 20,000 common shares (valued at \$8,000) on December 23, 2013. The Company will pay 2% of all exploration costs eligible for assessment credit to the Mattagami First Nation.

On April 7, 2016, the Company issued 21,000 common shares (valued at \$8,400) for the acquisition of a 100% interest in an additional mining claim, totaling 64 hectares, from an arm's length party, subject to a 2% NSR. The Company may purchase 0.5% of the NSR for \$500,000 and a first right of refusal to purchase the remaining 1.5% NSR.

During the year ended August 31, 2017, the Company acquired additional claims through cash purchase agreements and staking. One of the claims is subject to a 2% NSR.

During the year ended August 31, 2018, the Company entered into three agreements for the purchase of six additional claims for the Carscallen property. The Company paid \$12,500 and issued 10,000 common shares (valued at \$7,000) as consideration. Two of the claims are subject to a 2% NSR.

On May 6, 2020, the Company entered into an option agreement of 6 cell units (the "Carscallen Claims"). Pursuant to the option agreement, the Company acquired a 100% interest in the Carscallen Claims, subject to a 3% NSR, in consideration for:

- On signing, cash payment of \$10,000 (completed);
- Upon TSX-V acceptance, issuance of 75,000 shares of the Company (completed, valued at \$61,500);
- On the first anniversary, cash payment of \$10,000 and issuance of \$25,000 worth of shares issued at the weighted average price of the common shares for the 10 trading days immediately preceding (completed); and
- On the second anniversary, cash payment of \$10,000 (paid) and issuance of \$25,000 worth of shares issued at the weighted average price of the common shares for the 10 trading days immediately preceding (completed).

The Company may purchase one-half of the NSR at any time for the sum of \$1,000,000.

In September 2020, the Company closed a strategic partnership with Agnico Eagle Mines Limited (formerly Kirkland Lake Gold Ltd.) ("Agnico"). Under the terms of the option agreement (the "Agnico Option Agreement"), the Company has granted Agnico the right to earn-in up to 75% interest in the Carscallen Project.

Under the terms of the Agnico Option Agreement, Agnico has an option to earn a 50% interest in the Carscallen Project in consideration for completing \$10 million in exploration expenditures over a period of

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5 years (the "Phase 1 Expenditures"). Agnico has a minimum commitment of \$3 million during the first 2 years of the option period, which includes \$1.5 million and a minimum of 3000 metres of drilling to be completed in the first year. Should Agnico fail to incur the Phase 1 Expenditures during the option period, Agnico's option to acquire the 50% interest shall expire.

In September 2022, the Agnico Option Agreement was amended such that Agnico's minimum commitment of \$3 million of the Phase 1 Expenditures is to be incurred by December 31, 2022 (completed).

Upon Agnico completing the Phase 1 Expenditures and earning its 50% interest, the parties shall enter into a joint venture agreement to carry on operations with respect to the Carscallen Project (the "Joint Venture"). Upon the formation of a Joint Venture, Agnico will have the right to earn an additional 25% interest in the Carscallen Project by incurring exploration expenditures of \$100 million within the first 5 years of the formation of the Joint Venture. Any additional funds required beyond the \$100 million will be contributed by the Joint Venture parties based on their proportional joint venture interests.

In October 2020, through the strategic partnership with Agnico, the Company commenced a 3,800 metre drill program. In January 2021, the drill program was extended to 4,500 metre. The drill program focuses on the 800 metre-long northwesterly trending Zam – Shenkman Trend which has already been partially defined by past drilling and produced multiple high-grade intercepts of gold.

The Carscallen Project is currently being operated by Agnico.

Bristol

The Company holds a 100% interest in claims forming the Bristol property acquired through staking during the year ended August 31, 2017. A B-horizon soil sampling program was undertaken in 2017 over a conductive anomaly. The area of the soil sampling survey is about one-half square kilometre, samples were taken at 25 m spacing, and submitted for trace analysis (ALS method, AuME-TL43). The results have been received but reporting has not yet been completed.

EXPLORATION PROJECT – HEMLO/WHITE LAKE

On May 12, 2017, the Company entered into an agreement to acquire a 100% interest in the initial Hemlo property. The Company paid \$5,000 and issued 150,000 common shares (valued at \$90,000) as consideration for this initial property. The vendor holds a 3% NSR, of which one-third may be purchased by the Company for \$1,000,000. The Property is located within the Hemlo greenstone belt, 22 kilometres east of the Hemlo Gold Mine currently operated by Barrick Gold Corporation.

The White Lake Project has grown since the initial acquisition and is currently comprised of 333 contiguous combined Single Cell Mining Claims and Boundary Cell Mining Claims with each Single Cell Mining Claim being approximately 20 hectares.

During the year ended August 31, 2017, the Company acquired additional claims through cash purchase agreements and staking. A 1% NSR is held by Doug Kakeeway on a group of 5 blocks comprised of 38 legacy claim units (TB4284867, TB4284868, TB4284869, TB4284870, TB4284871).

On November 20, 2020, the Company announced the closing of an option and joint venture agreement with Barrick Gold Inc. ("Barrick"), a wholly-owned subsidiary of Barrick Gold Corporation. Under the terms of the option agreement entered into between the Company and Barrick (the "Barrick Option Agreement"), Melkior granted Barrick the right to earn-in up to a 75% interest in the Hemlo Project located 20 kilometres east of Barrick's Hemlo Mine.

Under the terms of the Barrick Option Agreement, Barrick had an option to earn a 75% interest in the Property in consideration for completing \$4 million in exploration expenditures over a period of 5 years. Barrick had a minimum commitment of \$0.5 million during the first 2 years of the option period. Barrick acted as the operator of the Hemlo Project during the option period. All expenditures beyond the minimum

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commitment were optional. Should Barrick fail to incur the expenditures during the option period, Barrick's option to acquire the 75% interest was to expire.

Upon Barrick completing the expenditures and earning its 75% interest, the parties were to enter into a joint venture agreement to carry on operations with respect to the Hemlo Project. Funds required for further development were to be contributed by the joint venture parties based on their proportional joint venture interests. Dilution of a shareholder's interest below 10% would have resulted in the conversion of the interest to a NSR royalty of either 1% or 2% on certain claims dependent on pre-existing royalties.

On November 20, 2021, Barrick withdrew from the Barrick Option Agreement.

EXPLORATION PROJECT – URBAN/MASERES

During the year ended August 31, 2017, the Company acquired claims in the Urban area of Quebec through map staking. The Company has a 100% ownership in the claims and there is no NSR. Melkior's review of available geological and geophysical information and historical work in the Urban area identified the area selected for map staking.

During the year ended August 31, 2018, the Company acquired additional claims through staking.

EXPLORATION PROJECT – VAL D'OR

The Company owns 100% interest in the three mineral claims in Tiblemont Township, Quebec.

In April 2020, the Company entered into a purchase agreement to sell 100% interest in the claims for a single cash payment of \$25,000.

In May 2020, the Company announced that the Val d'Or property has been switched from a status of being a non-key asset to its list of key assets. This property was previously named "Vauquelin" and "Tiblemont" properties by prior management. The change in property sentiment is triggered by the development and interest seen in the vicinity of the property, which is expected to increase its potential for discoveries. Subsequently, the Company acquired two additional packages of claims to the west and east of the property.

In August 2020, the Company announced the results of its soil sampling program. From the strong gold anomalies in soils found across the property, 4 distinct targets were identified. The highest gold soil return was 277 ppb gold in addition to a boulder sample that ran 14 g/t silver. See the August 27, 2020 news release for details.

In October 2020, the Company conducted an IP geophysical ground survey on Target 4 of the property.

In November 2020, the Company commenced a high-resolution MAG survey on the entire Val d'Or property and added 8 claims to the Val d'Or property through direct staking.

In April 2021, the Company completed its maiden 1,449 metre drill program on the Val d'Or Property. In November 2021, the Company announced that it received all 705 sample assay results. The drill highlights can be found on the Company's November 12, 2021 news release.

In June 2021, the Company began surface exploration work to follow up on the August 2020 till sampling anomalies and targets. The results of the surface exploration work can be found on the Company's January 25, 2022 news release.

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EXPLORATION PROJECT – GENEX

On April 20, 2022, the Company entered into an option agreement to acquire 100% of the Genex Project, located approximately 20 km west of Timmins, Ontario. The Genex option agreement was approved by the TSX-V in July 2022. Under the terms of the option agreement, in consideration for an undivided 50% interest in the property (the "First Option"), the Company must:

- make a cash payment of \$50,000, issue 500,000 common shares, and contribute \$500,000 in assessment credits from the Company's Carscallen Project within 20 days from the Effective Date (completed);
- make a cash payment of \$50,000, issue 500,000 common shares, and incur \$750,000 in aggregate work expenditures on or before the first anniversary of the Effective Date (completed);
- make a cash payment of \$50,000, issue 500,000 common shares, and incur \$1,750,000 in cumulative work expenditures on or before the second anniversary of the Effective Date (completed subsequent to May 31, 2024); and
- make a cash payment of \$100,000, issue 1,000,000 common shares, and incur \$2,750,000 in cumulative work expenditures on or before the third anniversary of the Effective Date.

The agreement has an Effective Date of April 28, 2022 for all anniversary payments.

The vendor is also permitted to remove \$500,000 each in assessment credits from the Genex Project during years 2 and 3.

In consideration for the additional 50% interest in the property (the "Second Option"), the Company must at any time after exercising the First Option, make a one-time issuance of 2,500,000 common shares.

If the Second Option is exercised, then the Company will own a 100% interest in the property and the vendor will retain a NSR of up to 2% calculated as the difference between 2% and any amounts payable pursuant to any existing royalties.

In June 2023, the Company announced the results from its maiden 2022/2023 drill program at the Genex Project. The program highlights include:

- GEN-22-01: 0.96% Cu & 0.22g/t Au over 27.0 metres, including 2.29% Cu and 0.32g/t Au over 7.78 metres;
- GEN-22-04: 1.14 g/t Au, 0.52% Cu, 0.36% Zn and 14.17 g/t Ag over 15.65 metres, including 5.0 g/t Au, 1.98% Cu, and 61.26 g/t Ag over 2.7 metres;
- GEN-22-12: 3.35% Cu, 0.46g/t Au & 9.6 g/t Ag over 6.0 metres; and
- GEN-22-24: 0.75% Cu, 12.08 g/t Ag over 8.45 metres

In October 2023, the Company announced the results from the Summer Phase 1 prospecting program, where 103 samples were collected through chip and float sampling on outcrops and historical trenches/blast sites focused on extension targets. Highlights include:

- 10 rock chip samples yielded greater than 1% copper, with 4 samples above 2% copper (Outcrop or trench wall).
 - Sample F213572 assayed 12.6% copper, 4.48 g/t gold, 24.4 g/t silver, 0.047% cobalt.
- 5 rock grab samples on float blocks yielded greater than 1% copper, with two samples above 5%.
 - Sample F213671 assayed 7.5% copper, 2.3 g/t gold, 0.036% cobalt.
- 5 rock grab samples on float blocks yielded greater than 1 g/t gold, with the highest result of 43.9 g/t gold.
 - Sample F213516 assayed 0.095 % copper, 0.7% zinc, 43.9 g/t gold, 23.8 g/t silver.

See October 4, 2023 news release for details.

EXPLORATION PROJECT – BESCHEFER EAST

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In June 2023, the Company entered into an option agreement to acquire 100% of the Beschefer East Project, located approximately 90 km of Matagami and 100 km north of La Sarre, Quebec. The Company can acquire 100% of the property in consideration for:

- On July 3, 2023, make a cash payment of \$50,000 and issue \$50,000 worth of common shares issued at the higher of \$0.20 per share or the weighted average price of the common shares for the 10 trading days immediately preceding July 3, 2023 (completed);
- On or before July 3, 2024, issue \$100,000 worth of common shares issued at the higher of \$0.20 per share or the weighted average price of the common shares for the 10 trading days immediately preceding July 3, 2024 and incur \$375,000 in aggregate work expenditures;
- On or before July 3, 2025, issue \$150,000 worth of common shares issued at the higher of \$0.20 per share or the weighted average price of the common shares for the 10 trading days immediately preceding July 3, 2025 and incur \$750,000 in aggregate work expenditures; and
- On or before July 3, 2026, issue \$200,000 worth of common shares issued at the higher of \$0.20 per share or the weighted average price of the common shares for the 10 trading days immediately preceding July 3, 2026 and incur \$1,500,000 in aggregate work expenditures.

The property is subject to a NSR of up to 2.5% on certain claims made up of a historical NSR of 1.5% and 1% granted to the vendor.

In August 2023, the Company announced that it is in the final stages of planning its' soil sampling program to target the higher metal factor source amongst the three 2-3 kilometre gold structures identified in prior exploration work. This will be the first surface geochemical survey completed since identifying these targets.

OTHER EXPLORATION PROJECTS

Launay

The Company retains a 1.5% NSR on the property, of which one-half may be purchased by Beaufield Resource Inc. for \$750,000.

RESULTS OF OPERATIONS

Three Months Ended May 31, 2024

During the three months ended May 31, 2024, the Company reported a net loss of \$30,148 (2023 – net loss of \$52,085). The change in the Company's net loss were mainly due to:

- Consulting and management fees decreased to \$4,250 (2023 - \$23,250) due to decreased consulting fees paid to external consultants.

Nine Months Ended May 31, 2024

During the nine months ended May 31, 2024, the Company reported a net loss of \$55,689 (2023 – net income of \$93,626). The change in the Company's net loss were mainly due to:

- Consulting and management fees decreased to \$24,300 (2023 - \$31,750) due to decreased consulting fees paid to external consultants.
- Interest income increased to \$87,831 (2023 - \$63,020) due to increased interest earned on the Company's cash balance.
- Loss on marketable securities decreased to \$nil (2023 – loss of \$23,660) due to fluctuations in the fair values of the Company's marketable securities.
- Reversal of flow-through share liability decreased to \$81,055 (2023 - \$274,356) due to the reduction of the flow-through share liability on qualifying exploration expenditures incurred during the period.

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SUMMARY OF QUARTERLY RESULTS

Results for the eight most recently completed quarters are summarized as follows:

	May 31, 2024	February 29, 2024	November 30, 2023	August 31, 2023
For the Periods Ending	(\$)	(\$)	(\$)	(\$)
Net income (loss)	(30,148)	(24,416)	(1,125)	(243,698)
Earnings (loss) per share	(0.00)	(0.00)	(0.00)	(0.01)

	May 31, 2023	February 28, 2023	November 30, 2022	August 31, 2022
For the Periods Ending	(\$)	(\$)	(\$)	(\$)
Net income (loss)	(52,085)	(20,869)	166,580	(24,087)
Earnings (loss) per share	(0.00)	(0.00)	0.01	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of \$2,017,666 and working capital of \$1,880,564 at May 31, 2024, compared to cash of \$2,252,578 and working capital of \$2,018,431 at August 31, 2023.

The Company will need to obtain additional financing for working capital purposes and to continue exploration on its exploration and evaluation assets. The Company is evaluating its options for financing, including the sale of marketable securities, further issuance of common shares and the sale of certain exploration and evaluation assets.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties include companies controlled by officers and close family members of directors and key management, as described below.

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

The Company's key management personnel are members of the Board of Directors (of which the president of the Company is a member), as well as the chief financial officers and the corporate secretary. Key management compensation is as follows:

	Three Months Ended May 31, 2024	Three Months Ended May 31, 2023	Nine Months Ended May 31, 2024	Nine Months Ended May 31, 2023
	(\$)	(\$)	(\$)	(\$)
Consulting and management fees (i)	18,750	38,750	56,250	76,250
Professional fees (ii)	12,194	8,904	30,090	28,747
Regulatory fees (ii)	7,366	6,509	22,348	18,033
Total key management compensation	38,310	54,163	108,688	123,030

As at May 31, 2024, the balance due to related parties amounted to \$11,732 (August 31, 2023 - \$5,592) and was recorded in accounts payable and accrued liabilities.

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- (i) Management fees to the Company's CEO are paid pursuant to a 2020 consulting agreement under which Silverwater Capital Corp., a company controlled by the Company's CEO, receives a monthly fee of \$6,250. The Company can terminate the agreement with three months' notice. The fees are recorded partially as consulting fees in exploration and evaluation assets.
- (ii) During the three and nine months ended May 31, 2024, the Company paid professional fees and regulatory fees of \$19,560 and \$52,438, respectively (three and nine months ended May 31, 2023 - \$15,413 and \$46,780, respectively) to Marrelli Support Services Inc., DSA Corporate Services Inc., DSA Filing Services Limited, and Marrelli Trust Company Ltd., together known as the "Marrelli Group", for:
- An employee of Marrelli Group, to act as the CFO of the Company;
 - Bookkeeping services;
 - Regulatory filing services;
 - Corporate secretarial services; and
 - Transfer agent services

COMMITMENT

The Company does not have any obligations other than NSR payments on its exploration and evaluation assets.

In connection with the flow-through share financings in 2022 and 2023, the Company has committed to incur qualifying Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) of a total of \$600,000 by December 31, 2023 and \$1,249,626 by December 31, 2024. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any tax and other costs payable by them as a result of the Company not making the required expenditures.

As at May 31, 2024, the Company is required to incur qualifying exploration expenditure exceeding approximately \$833,000 by December 31, 2024.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are included in note 2 of the audited financial statements.

FUTURE ACCOUNTING STANDARDS

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For details of the Company's future accounting standards, including accounting standards not yet adopted and accounting standards amended, but not yet effective, please refer to note 3 of the Company's audited financial statements.

RISKS

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks" in the Company's MD&A for the fiscal year ended August 31, 2023, available on SEDAR+ at www.sedarplus.ca.

ADDITIONAL INFORMATION

Additional information regarding the Company is available on SEDAR+ at www.sedarplus.ca.