



MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

MANAGEMENT DISCUSSION AND ANALYSIS

The purpose of this Management Discussion and Analysis (“**MD&A**”) is to explain management’s point of view regarding the past performance and future outlook of Northern Lion Gold Corp. (“**Northern Lion**” or the “**Company**”). This report also provides information to improve the reader’s understanding of the financial statements and related notes as well as important trends and risks affecting the Company’s financial performance, and should therefore be read in conjunction with the Company’s unaudited consolidated interim financial statements and the related notes for the nine months ended September 30, 2024 and 2023 (the “**Financial Statements**”) and the audited consolidated financial statements and the related notes for the years ended December 31, 2023 and 2022.

All information contained in this MD&A is current as of November 8, 2024 (the “**Report Date**”) unless otherwise stated.

The Financial Statements and related notes of the Company and all financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”) and all dollar amounts are expressed in Canadian dollars unless otherwise indicated. Additional information on the Company is available on SEDAR+ at www.sedarplus.ca. See “Other MD&A Requirements” below.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute “forward-looking statements” as the term is defined in applicable securities laws. The forward-looking information includes, without limitation, the success of exploration activities and other similar statements concerning anticipated future events, conditions or results that are not historical facts. These statements reflect management’s current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. The Company cautions that all forward-looking information is inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond the Company’s control. Such factors include, among others, risks and uncertainties relating to exploration and development; risks arising as a result of the Company operating in Cyprus; the ability of the Company to obtain additional financing; the Company’s limited operating history; the need to comply with environmental and governmental regulations; potential defects in title to the Company’s properties; fluctuations in currency exchange rates; fluctuating prices of commodities; operating hazards and risks; competition; and other risks and uncertainties. Accordingly, actual future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. All statements are made as of the Report Date and, except as required by law, the Company is under no obligation to update or alter any forward-looking information.

OVERVIEW AND OVERALL PERFORMANCE

Northern Lion is a Canadian mineral exploration company focused on the acquisition and exploration of gold-bearing mineral resource properties in Canada. The Company is a reporting issuer in Alberta and British Columbia and trades on the TSX Venture Exchange under the symbol “NL” and the Frankfurt Exchange under the symbol “N3E”. The Company has no revenues, thus its ability to ensure continuing operations is depended on its ability to obtain necessary financing to complete the acquisition and development of potential exploration and evaluation assets.

In December 2021, the Company issued 4,930,000 common shares in connection with the exercise of 4,930,000 warrants with an exercise price of \$0.20 for total proceeds of \$986,000, of which \$939,000 was recorded as subscriptions receivable. The funds were received during the year end December 31, 2022.

In March 2024, the Company entered into an amendment agreement with the Riverside Property's optionor to amend the payment terms of the \$23,000 payment originally due on March 7, 2024 as follows:

- \$3,500 payable on March 7, 2024 (paid);
- the remaining \$19,500 on or before March 4, 2025.

EXPLORATION AND EVALUATION ASSETS

For the nine months ended September 30, 2024, the Company incurred exploration and evaluation expenditures of \$14,105 as compared to \$3,500 in the comparative period for 2023 as follows:

	Riverside Property
	\$
For the nine months ended September 30, 2024	
Property acquisition costs	3,500
Exploration expenditures	10,605
Total	14,105
For the nine months ended September 30, 2023	
Property acquisition costs	3,500
Total	3,500

The total cumulative acquisition and deferred exploration costs of the Company to September 30, 2024 are summarized as follows:

	Riverside Property
	\$
Balance as at December 31, 2022	338,566
Property acquisition costs	3,500
Write down of expenditures	(342,065)
Balance as at December 31, 2023	1
Property acquisition costs	3,500
Exploration expenditures	10,605
Write down of expenditures	(14,105)
Balance as at September 30, 2024	1

Riverside Property

In March 2017, the Company entered into an option agreement to acquire an undivided 100% interest in certain mineral claims located in Kamloops, B.C. (the “**Riverside Property**”).

In order to exercise the option, the Company must:

- Pay \$70,000 cash to the optionor as follows: \$20,000 upon execution (paid); and an additional \$50,000 on or before March 9, 2018;
- Issue 400,000 common shares (issued) at a value of \$196,000 of the Company to the optionor;
- Incur exploration expenditures of \$75,000 (incurred) on the Riverside Property within six months following exchange acceptance, which expenditures constitute a binding obligation on the part of the Company.

From February 2018 to March 2023, the Company entered into several amendment agreements with the optionor to amend the payment terms of the \$50,000 payment originally due on March 9, 2018 as follows:

- \$6,500 payable on February 27, 2018 (paid);
- \$6,500 payable on April 5, 2019 (paid);
- \$3,500 payable on March 5, 2020 (paid);
- \$3,500 payable on March 4, 2021 (paid);
- \$3,500 payable on March 7, 2022 (paid);
- \$3,500 payable on March 7, 2023 (paid);
- \$3,500 payable on March 7, 2024 (paid);
- the remaining \$19,500 on or before March 4, 2025.

In connection with this agreement, the Company engaged a private company controlled by the optionor and incurred the required exploration expenditures.

The Riverside Property consists of three non-surveyed contiguous mineral claims totaling 491.60 hectares located on NTS maps centered at Latitude 50° 40' 0" Longitude -119° 59' 34". The claims are located within the Kamloops Mining Division of British Columbia. The Riverside Property is located 20 kilometers east of city of Kamloops, British Columbia, and overlooks Monte Creek on the South Thompson River.

The Company did not perform any exploration activities at the Riverside Property during the fiscal year 2023. In September 2024, the 2017 South soil grid was extended to the north and west to expand the existing gold and copper soil anomalies. The short program was successful in that the anomalies have been extended and data shows that the anomalies remain open to the north and west.

Despite the property being in good standing, the Company does not have any plans to further explore this property in the near future. As a result, during the fiscal year 2023 the Company impaired the Riverside Property to \$1.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly financial information derived from the Company's Financial Statements, for each of the eight recently completed quarters. The financial information has been reported in accordance with IFRS. This requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the deferral and valuation of exploration expenditures. Actual results may differ from these estimates.

Period	Operating expenses \$	Loss for the period \$	Net loss per share, basic and fully diluted \$
September 30, 2024	(6,987)	(9,973)	(0.00)
June 30, 2024	(14,686)	(8,393)	(0.00)
March 31, 2024	(40,309)	(35,868)	(0.00)
December 31, 2023	(45,730)	(381,570)	(0.03)
September 30, 2023	(54,980)	(48,754)	(0.00)
June 30, 2023	(57,649)	(51,014)	(0.00)
March 31, 2023	(59,742)	(59,742)	(0.00)
December 31, 2022	(64,367)	(64,367)	(0.00)

The Company's future financial success will be dependent upon the ability to obtain necessary financing to complete the development of reserves or the discovery and development of a body of commercial ore. Such discovery and development may take years, if at all, to complete and the amount of resulting income, if any, is impossible to determine.

These amounts fluctuate from quarter to quarter and year to year depending on its outstanding cash balance. The Company has not yet earned revenue from any of its mineral properties. If a property is determined to have limited exploration potential the property is abandoned and expenditures are written off to operations.

RESULTS OF OPERATIONS

During the three months ended September 30, 2024 and 2023

The Company had a net loss of \$9,973 for the three months ended September 30, 2024 compared to a net loss of \$48,754 for the three months ended September 30, 2023. The table below details the significant changes in administrative expenditures for the three months ended September 30, 2024 as compared to the corresponding period ended September 30, 2023:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Management fees	Decrease of \$30,000	Decreased due to no management fees accrued.
Professional fees	Decrease of \$15,260	Decreased due to decrease in corporate activities.

During the nine months ended September 30, 2024 and September 30, 2023

The Company had a net loss of \$54,234 for the nine months ended September 30, 2024 compared to a net loss of \$159,510 for the nine months ended September 30, 2023. The change was primarily due to the following:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Consulting fees	Decrease of \$18,492	Decreased due to no activity related to property investigation and future investments.
Management fees	Decrease of \$60,000	Decreased due to no management fees accrued in second and third quarter.
Professional fees	Decrease of \$27,061	Decreased due to decrease in corporate activities.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2024, the Company had a working capital (deficit) of \$(49,004) (December 31, 2023 – \$5,196) and a cash position of \$665,540 (December 31, 2023 - \$705,699). The decrease in the working capital of \$54,200 was primarily due to the Company's operating activities.

	September 30, 2024	December 31, 2023
	\$	\$
Cash	15,540	55,699
Term deposit	650,000	650,000
Receivables	15,237	19,721
Prepaid expenses	6,160	2,796
Total current assets	686,937	728,216
Accounts payable and accrued liabilities	(30,941)	(48,020)
Due to related parties	(705,000)	(675,000)
Total current liabilities	(735,941)	(723,020)
Working capital (deficit)	49,004	5,196

The Company does not currently have any revenue generating assets or operations. The Company will require additional financial resources to explore, quantify and develop its mineral properties. The continued operations of the Company and the recoverability of the amounts reported for resource property interests is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete exploration and development programs, and upon future profitable production.

CAPITAL RESOURCES

The discovery, development and acquisition of mineral properties are in many instances unpredictable events. Future metal prices, the success of exploration programs and other property transactions can have a significant impact on capital requirements. The Company does not expect to receive any income from any of its properties within the foreseeable future. Should the Company decide to further develop any of its properties, the Company may fund its capital requirements by arranging further financings via private placements or other financial instruments deemed appropriate.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and includes 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.

The Company entered into the following transactions with related parties during the nine months ended September 30, 2024:

- a) Incurred management fees of \$22,500 (September 30, 2023 - \$67,500) to a company controlled by Luke Norman, Chief Executive Officer and director of the Company. As at September 30, 2024, \$607,500 (December 31, 2023 - \$585,000) was included in due to related parties for management fees.
- b) Incurred management fees of \$7,500 (September 30, 2023 - \$22,500) to a company controlled by Richard Silas, Chief Financial Officer and director of the Company. As at September 30, 2024, \$97,500 (December 31, 2023 - \$90,000) was included in due to related parties for management fees.

Summary of key management personnel compensation (includes officers and directors of the Company):

	For the nine months ended September 30,	
	2024	2023
	\$	\$
Management fees	30,000	90,000

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the 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 the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company has liquidity risk as it has historically relied upon equity financings and related party loans to satisfy its capital requirements and will continue to depend heavily upon equity capital and possible loans to finance its activities. The Company manages liquidity risk through its capital management as outlined in Note 8 of the financial statements. Accounts payable and accrued liabilities are due within one year.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

The majority of the Company's cash is held with major Canadian based financial institutions. Receivables mainly consist of refundable GST from the Government of Canada and interest from Bank of Montreal GIC.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term maturity.

Currency Risk

The Company operates in Canada and the Republic of Cyprus and is therefore exposed to foreign exchange risk arising from transactions denominated in a foreign currency.

The operating results and the financial position of the Company are reported in Canadian dollars. The fluctuations of the operating currencies in relation to the Canadian dollar will, consequently, have an impact upon the reporting results of the Company and may also affect the value of the Company's assets and liabilities. The Company's cash, receivables, and accounts payable and accrued liabilities are held in several currencies and therefore are subject to fluctuations against the Canadian dollar. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Commodity Price Risk

The ability of the Company to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of gold and other base metals. The Company monitors these metal prices to determine the appropriate course of action to be taken.

Financial Assets

The estimated fair values of financial assets approximate their carrying values due to the short-term nature of these instruments. The Company's financial assets were held in the following currencies:

Stated in Canadian Dollars				
As at September 30, 2024				
Carrying Value	Canadian Dollar	US Dollar	European Euro	Total
Cash	8,752	(4)	6,792	15,540
Term deposit	650,000	-	-	650,000
Receivables	15,237	-	-	15,237
Stated in Canadian Dollars				
As at December 31, 2023				
Carrying Value	Canadian Dollar	US Dollar	European Euro	Total
Cash	49,133	(4)	6,570	55,699
Term deposit	650,000	-	-	650,000
Receivables	19,721	-	-	19,721

Financial Liabilities

The estimated fair values of financial liabilities approximate their carrying values due to the short-term nature of these instruments. The Company's financial liabilities were held in the following currencies:

Stated in Canadian Dollars				
As at September 30, 2024				
Carrying Value	Canadian Dollar	US Dollar	European Euro	Total
Accounts payable	6,439	671	23,831	30,941
Due to related parties	705,000	-	-	705,000

Stated in Canadian Dollars				
As at December 31, 2023				
Carrying Value	Canadian Dollar	US Dollar	European Euro	Total
Accounts payable	24,304	663	23,053	48,020
Due to related parties	675,000	-	-	675,000

RISK AND UNCERTAINTIES

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future. The Company may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result.

Early Stage

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenue. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The Company currently has no source of revenue and expects to obtain financing in the future primarily through further equity and/or debt financing, as well as possibly through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. While it has been successful in obtaining financing in the past, there is no guarantee that the Company will be successful now, or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its mineral properties.

Exploration and Development

Mineral exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production.

The Company does not have any operating mines at present. All the Company's properties are in the exploration stage only, without a known body of commercial bodies of ore. There is no assurance that a commercially viable mineral deposit exists on any of the Company's properties and substantial additional work will be required in order to determine the presence of any such deposit.

Upon discovery of a mineralized occurrence, several stages of exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages.

Metal Prices

The mining industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of metals produced even if commercial quantities of precious and/or base metals are discovered. Factors beyond the control of the Company may affect the marketability of metals discovered. Pricing is affected by numerous factors beyond the Company's control, such as international economic and political trends, global or regional consumption and demand patterns, increased production and smelter availability. There is no assurance that the price of metals recovered from any mineral deposit will be such that they can be mined at a profit.

Global Financial Conditions

Recent global financial conditions have been characterized by increased volatility and access to public financing, has been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. If these increased levels of volatility continue, the Company's operations and the trading price of the common shares could be adversely affected.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation may provide restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for noncompliance.

Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. Significant estimates and judgments made by management in the preparation of these condensed interim consolidated financial statements are outlined below.

Significant judgements

Going concern

The assessment of the Company's ability to continue as a going concern and whether there exists material uncertainties that may cast doubt involves management judgement about the Company's resources and future prospects.

Functional currency

The functional currency of the Company and its wholly owned subsidiaries is the Canadian dollar ("CAD"); however, determination of functional currency may involve certain judgments to determine the primary economic environment which is re-evaluated for each new entity or if conditions change.

Economic recoverability and probability of future economic benefits of mineral exploration and evaluation assets

Management must use judgment when determining whether there are indicators that its mineral properties may be impaired. Indicators that are considered by management are described in the Company's accounting policy for exploration and evaluation assets.

Significant estimates*Valuation of share-based compensation*

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation and other equity-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Accounting standards issued for adoption of future periods

Certain pronouncements were issued by the International Accounting Standards Board (IASB) or the International Financial Reporting Interpretations Committee that apply in accounting years beginning on or after January 1, 2024. Certain pronouncements were issued by the International Accounting Standards Board or the International Financial Reporting Interpretations Committee that are mandatory for accounting years beginning on or after January 1, 2024. They are not applicable or not expected to have a significant impact of the Company.

MANAGEMENT OF CAPITAL

The Company's capital structure consists of items in equity (deficiency). The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and investments.

There were no changes to the Company's approach to capital management during the nine months ended September 30, 2024. The Company is not subject to externally imposed capital requirements.

DISCLOSURE CONTROLS AND PROCEDURES

The Company's management with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the appropriate time periods and is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this MD&A, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of (i) future values for certain assets or liabilities and (ii) valuation of equity based compensation. Management believes such estimates have been based on careful judgements and have been properly reflected in the consolidated financial statements.

DISCLOSURE OF DATA FOR OUTSTANDING COMMON SHARES, STOCK OPTIONS, AND WARRANTS

The following table summarizes the outstanding common shares and warrants of the Company:

	As at September 30, 2024	Report Date
Common shares	13,612,600	13,612,600

As at the Report Date, there were no stock options and warrants outstanding.

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found on SEDAR+ at www.sedarplus.ca including, but not limited to:

- the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022;
- the Company's condensed interim consolidated financial statements for the nine months ended September 30, 2024 and 2023.

This MD&A has been approved by the Board effective November 8, 2024.