



STERLING METALS CORP.

MANAGEMENT DISCUSSION AND ANALYSIS
OF THE FINANCIAL POSITION AND RESULTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024
Stated in Canadian Funds

Dated November 29, 2024

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

TO OUR SHAREHOLDERS

This Management discussion and Analysis of the financial condition and results of operation (“MD&A”) of Sterling Metals Corp. (“Sterling” or the “Company”) should be read in conjunction with Sterling’s unaudited interim condensed financial statements for the three and nine months ended September 30, 2024, and 2023, and related notes therein.

Except as otherwise indicated, all financial data in this MD&A have been prepared in accordance with IFRS Accounting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRIC”).

All dollar amounts in this MD&A are reported in Canadian dollars except where otherwise indicated. As of September 30, 2024, the Company had working capital of \$1,054,901 and had reported a net loss of \$411,727 for the nine months ended September 30, 2024, (net loss of \$1,564,255 for the year ended December 31, 2023). The Company has yet to achieve profitable operations and has an accumulated deficit of \$54,985,645 as of September 30, 2024. These continuing losses indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. The Company’s ability to continue as a going concern is dependent upon the ability to obtain financing and to ultimately achieve and maintain profitable operations. Should profitable operations not be achieved, the Company will be required to obtain supplementary funding. The ability of the Company to achieve these objectives cannot be assured at this time and accordingly, these matters may cast significant doubt on the Company’s ability to continue as a going concern. The Company’s financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate, in which case adjustments that could be material to the carrying values of the assets and liabilities, the reported expenses and the statement of financial position reclassifications would be necessary.

Further information about the company, its operations and other continuous disclosure documents, including the Company’s press releases and interim quarterly reports are available through its filings with the securities regulatory authorities in Canada at www.sedarplus.ca and are also available on the Company’s website www.sterlingmetals.ca.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-Looking Information	Key Assumptions	Most Relevant Risk Factors
Future funding for ongoing operations	The Company will be able to raise these funds	The Company has disclosed that this may be difficult and failure to raise these funds will materially impact the Company’s ability to continue as a going concern

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company’s ability to predict or control. Please also make reference to those risk factors in the “Risk Factors” section below. Readers are cautioned that the preceding table does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance, or achievements to be materially different from any of its anticipated results, performance or achievements expressed or implied

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

CORPORATE OVERVIEW

Sterling Metals Corp. is a mining and mineral exploration corporation focused on the discovery, acquisition, and development of potential mineral deposits globally.

The Company is listed on the TSX Venture Exchange (the “Exchange” or “TSX-V”) where it trades under the symbol “SAG”.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

**REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND
ANALYSIS**

MINERAL EXPLORATION PROPERTIES

SAIL POND PROJECT



Figure 1. Sail Pond Project Area Access Road and Trenching at Heimdall Zone, looking towards the north

PROPERTY PAYMENT

In consideration for the purchase of the Project, on signing of the Definitive Agreement (the “Agreement”), the Company issued 5,899,125 common shares of the Company on a post-consolidation basis, representing approximately, to Altius Resources Inc. (“Altius”). Altius also holds a 0.5% NSR royalty over the project. A 1.5% NSR is held by Mr. Tony Kearney, the initial finder of the Sail Pond asset of which 1% can be purchased from Mr. Kearney for \$1,000,000 by Altius.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

**REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND
ANALYSIS**

Additionally, the Company issued 606,061 common shares to Altius on February 1, 2021, at a price of \$0.33 per common share. The issuance settled \$200,000 that was owing to Altius as part of the Company's acquisition of the Sail Pond Project. The transaction was approved by the TSX Venture Exchange on October 2, 2020. Sterling Metals has earned 100% of this project by incurring over \$1,500,000 in exploration expenditures on the project prior to September 30, 2021

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

PROJECT LOCATION

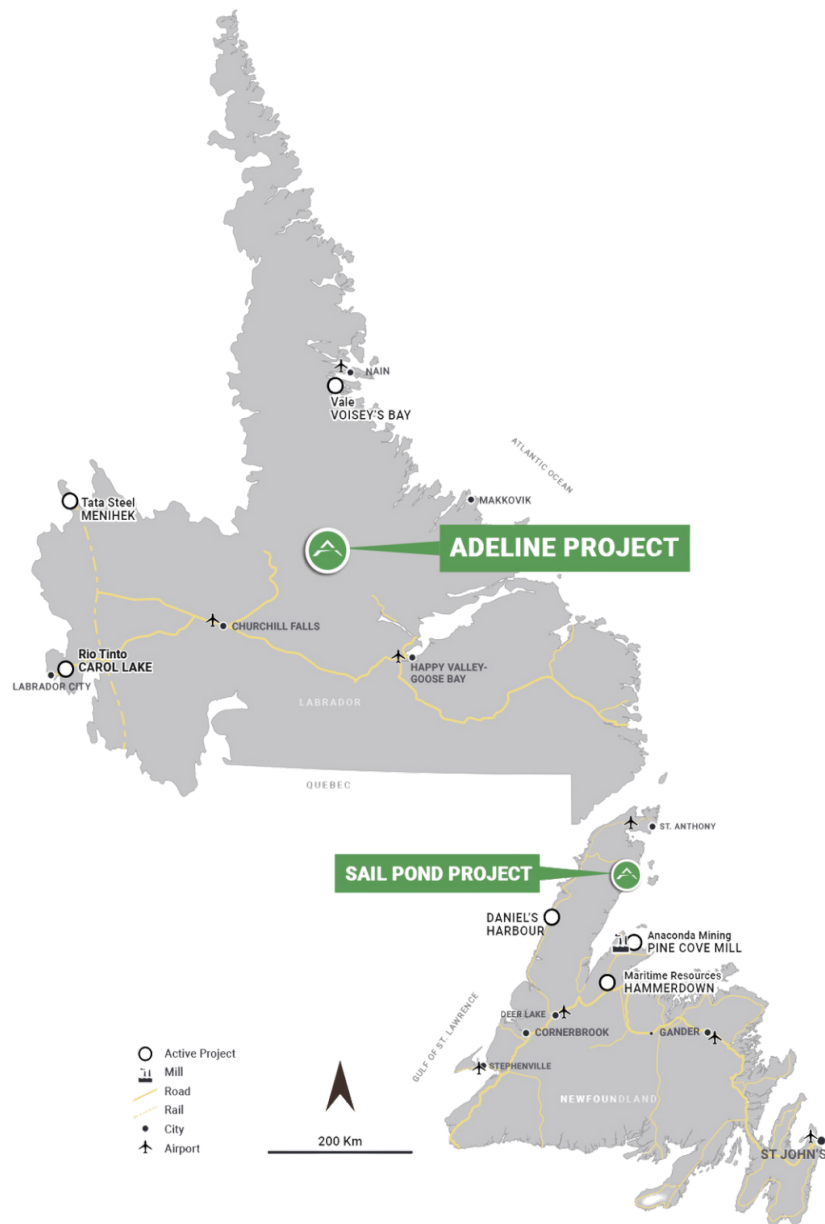


Figure 2. Sail Pond and Adeline project locations within Newfoundland and Labrador.

The Sail Pond project is comprised of 13,500 Ha and is located on Newfoundland's Great Northern Peninsula, eastern Canada. The property is easily accessible by a series of paved

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

highways, forest access roads and trails. Adjacent to many regional services and within 32 km of the St. Anthony regional airport and the access roads are 20km north of the town of Roddickton, which Sterling utilizes for core logging and its exploration base. The company has a 100% interest in the Sail Pond project which is subject to a 2% NSR.

GEOLOGICAL SETTING

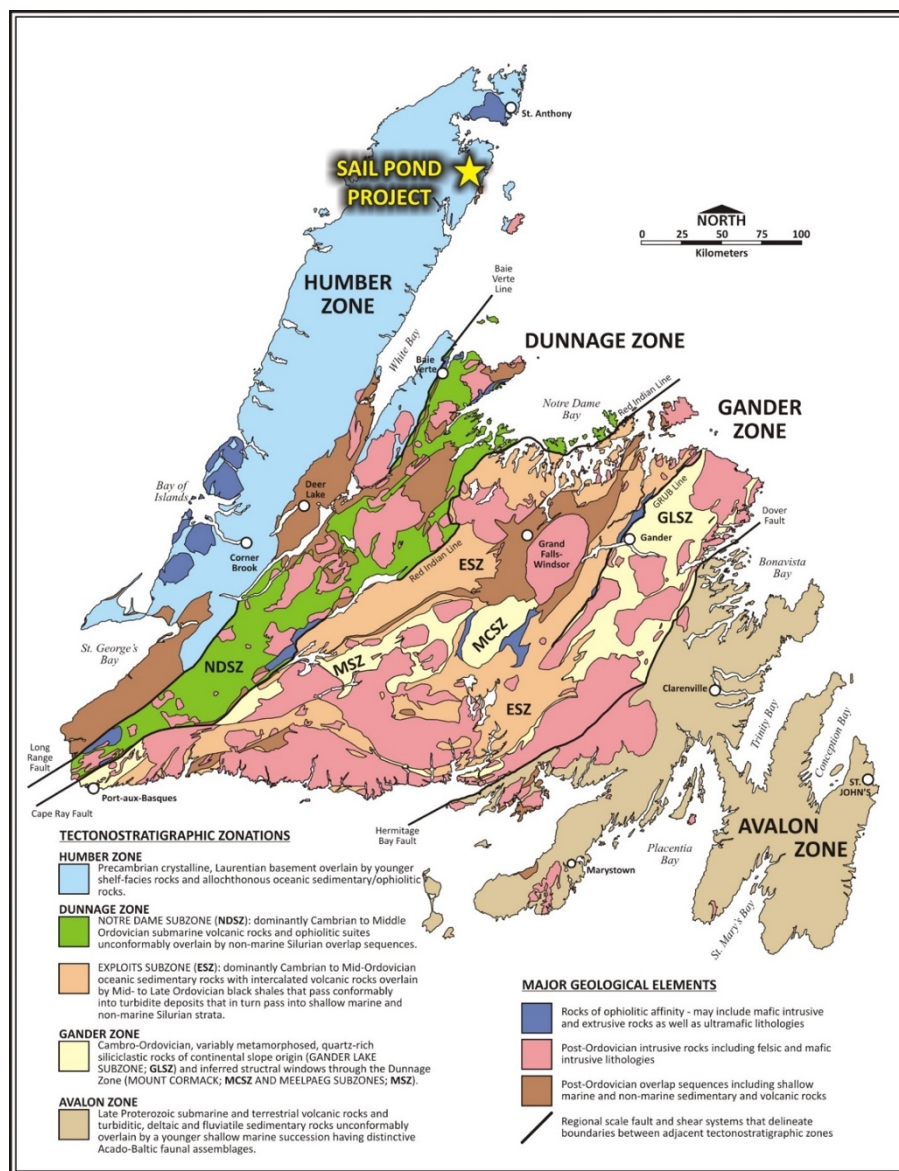


Figure 3. Newfoundland geology map with Sail Pond Project location.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

The high-grade silver (Ag) with copper (Cu), lead (Pb), zinc (Zn) and antimony (Sb) mineralization found at Sail Pond is unique for eastern Canada Laurentian Margin – Humber Tectonostratigraphic Zone.

The mineralization is distinguished by thick, massive sequences of pervasively altered (i.e. silica $\pm$ calcite $\pm$ sericite) dolostone (or dolomitized limestone) of the St. George Group (possibly Catoche and/or Aguathuna formations). Commonly, these dolostones are folded and bounded by shear zones or thrust faults, and often deform brittlely. Conjugate quartz veins are the predominant host for the Ag-Cu-Pb-Zn-Sb mineralization and are found almost entirely within sequences or blocks of massive dolostone. Quartz veins can constitute upwards of 30-40 volume percent of the exposed rock, with individual quartz veins generally less than 10 cm in thickness but can reach up to 2 m in some locations. Mineralization has been observed in both sets of quartz veins. Similar styles of mineralization are present throughout the property, albeit hosted in narrower units (0.5 to 5 m widths) of dolostone, and there has been little work conducted thus far to evaluate these areas.

Sulphide mineralization at Sail Pond is comprised mostly of chalcocite, tetrahedrite, tennantite, sphalerite, boulangerite, galena and locally trace to minor amounts of pyrite, bornite, covellite, mimetite, sulfosalts, fluorite and apatite. Silver is almost exclusively associated with the tetrahedrite and the copper is dominantly found in chalcocite. Mineralization is generally within, or spatially associated with quartz veins; as open-space infilling (clots), disseminations, and as vein-parallel massive bands or veinlets.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

RECENT EXPLORATION WORK AT SAIL POND PROJECT

On November 15, 2023, the Company announced the results of the 2023 drilling campaign at Sail Pond. The program included 2,058m from 8 drill holes, all NQ core holes. Drilling targeted four distinct target areas based on the Orion 3D geophysical survey as well as an interpreted structural trend from Heimdall North zone. The highest-grade intervals from the campaign came from the holes SP-23-084 and SP-23-085 targeting the structural trend from Heimdall North and these holes extended the mineralization 200m from previous intersections. The structures were interpreted from LiDAR data, which displayed the convergence of two prominent structures. The mineralization remains open on trend to the north (Figure 4).

Key 2023 Exploration Highlights at Sail Pond:

A total of 8 drill holes covering 2,058 m were completed, focusing on 4 distinct target areas defined by the Orion 3D geophysical survey (the “Orion survey”).

Drilling extended high-grade silver-copper mineralization 200 m beyond previous intersections and the area remains open to the north.

The extension of the Heimdall North Zone discovered through structural interpretation of the project lidar, graded 932 g/t Ag, 4.51% Cu, 1.12% Sb, 0.93% Pb and 0.76% Zn over 0.3 m starting at 209 m depth in hole SP-23-085 (Figure 5) and 303 g/t Ag, 1.26% Cu and 5.59% Pb over 0.3 m starting at 279.9 m.

The Company completed physical property studies using the relevant core from Sail Pond and its new structural understanding to delineate areas of interest for higher permeability where economic quantities of high-grade sulfides are trapped.

Drilling at the four Orion 3D geophysical targets did not intersect significant mineralization. Two of the holes were unable to reach the target depth due to a wide fault zone containing sand. The other holes intersected argillite with pyrite mineralization, which explains the geophysical anomalies.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

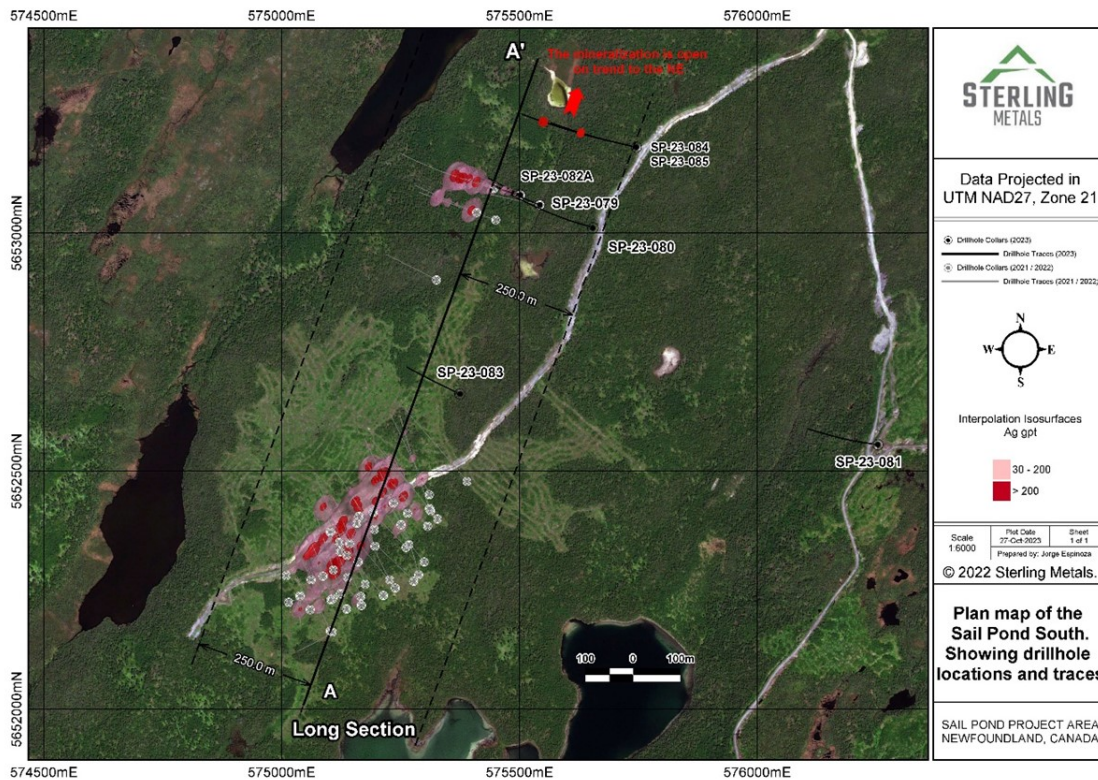


Figure 4. Plan map of Heimdall and Heimdall North Zones at Sail Pond with drill hole locations.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS



Figure 5. Drill core photo of high-grade mineralization in hole SP-23-085 from 208.97m to 209.29m

On May 8, 2023, the Company announced the completion and results from the Orion survey completed at Sail Pond. Notable highlights include:

Orion Survey Highlights

- Four new exploration targets identified
- Favorable geology mapped to a depth of 2 kilometres
- Strong anomaly beneath newly discovered Heimdall North Zone (hole SP-22-064)
- Survey covered 1.4km of the 14km mineralization trend
- Permits submitted for summer drilling to test anomalies

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

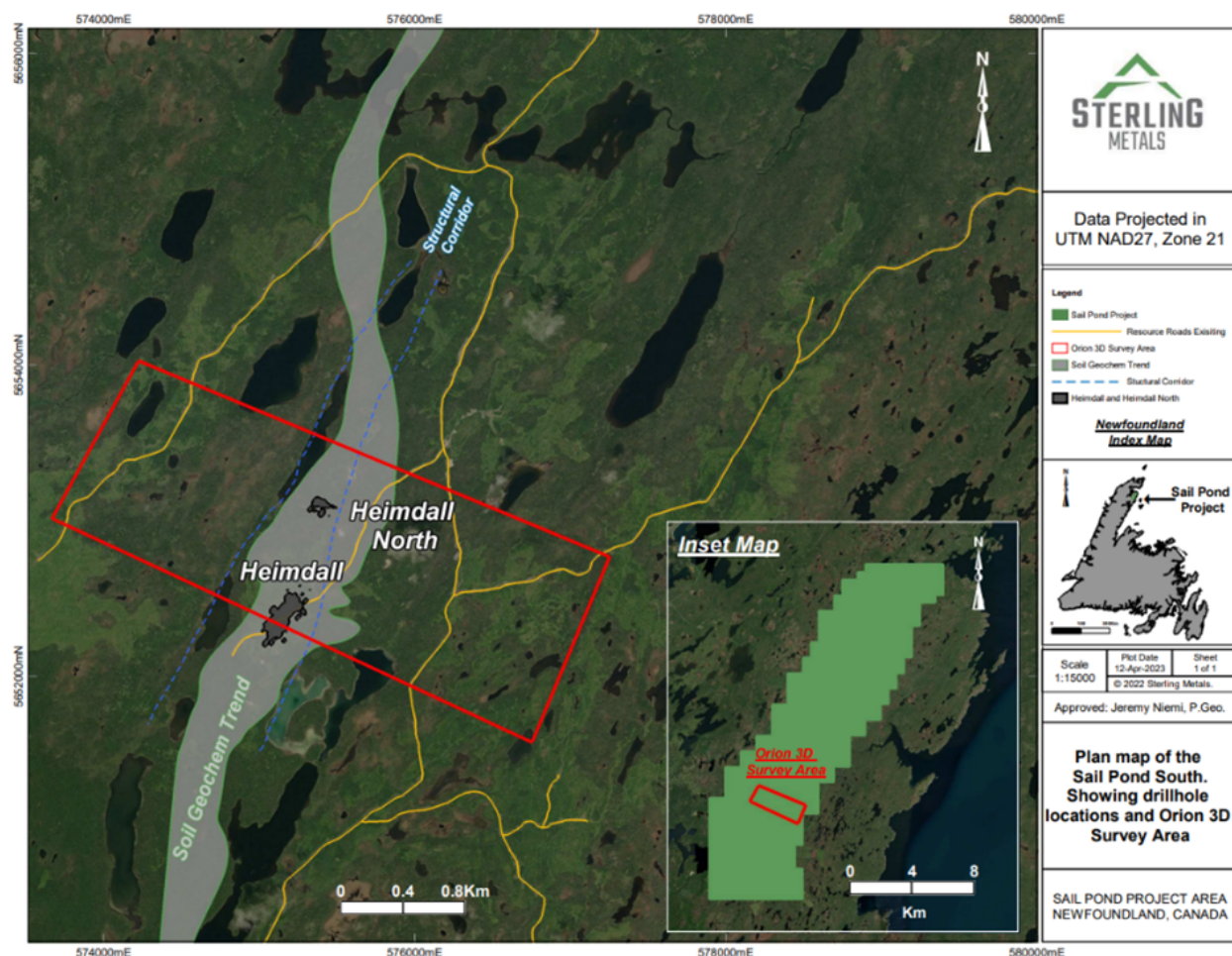


Figure 6. Plan map of Orion 3D survey area at Sail Pond Project.

The Deep Orion 3D Swath DCIP and MT Survey employed state-of-the-art 3D ground geophysical techniques on a priority area which includes the Heimdall and Heimdall North Zones. The survey was designed with 200 m spaced lines and readings between lines to generate a 3D interpretation of key structural controls on mineralization and to identify potential high-grade feeder zones as exploration targets. The survey utilized 3 km long lines for deep viewing measuring IP (chargeability) to locate potential sulphide mineralization bodies to 500 m depth, and MT (resistivity) to map favorable host geology to 2 km depth.

The deep-looking Orion survey uncovered several new IP anomalies and successfully mapped the favorable anticline geology of the host dolostone unit to 2 km depth. Cross-cutting north-east trending structures, potentially mineral-bearing, were also identified. In total 1.5 km of the 14 km trend at Sail Pond was surveyed as a test before covering larger sections of the property. The

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

results of this survey have isolated four new exploration targets, including a strong IP anomaly coincident with a resistivity high discovered beneath the new Heimdall North Zone and SP-22-064. Permits for summer drilling have been submitted, and plans are underway to test these anomalies in the coming months. Additionally, an airborne geophysics survey is planned to scan the entire property based on drill results. As shown in Figure 4, the final footprint of the Orion survey was focused on the most prospective area surrounding the Heimdall and Heimdall North Zones. Two of the targets are in proximity to the Heimdall North Zone and displayed in Figure 5.

A 2058m drill program to test the IP/MT chargeability anomalies was completed in early July 2023 with the drill results reported on November 15, 2023.

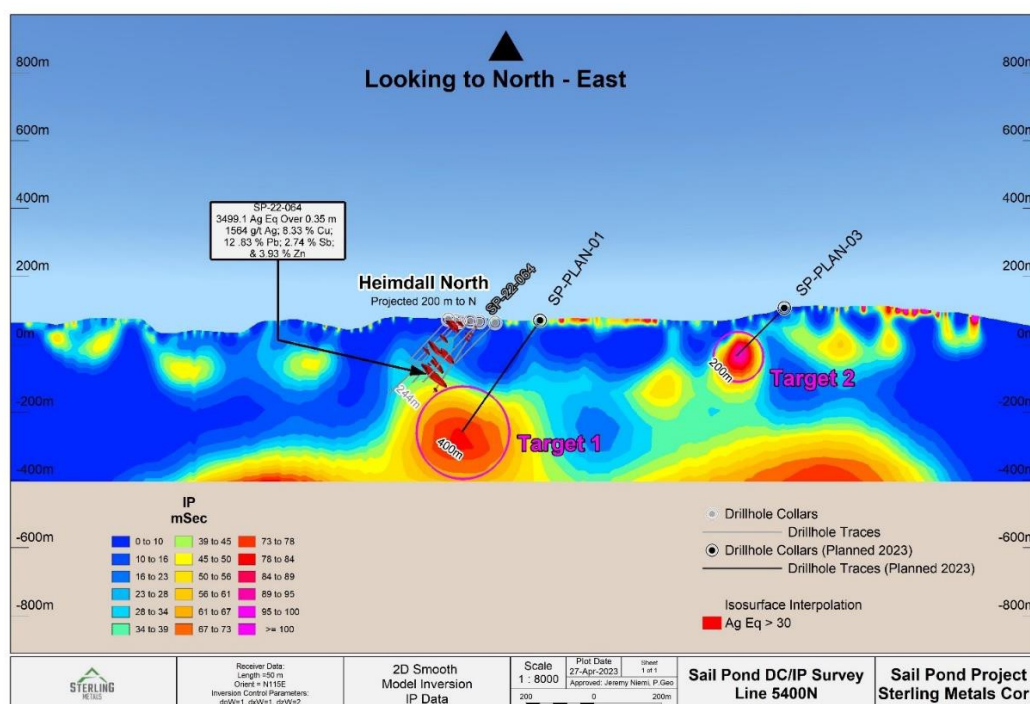


Figure 7. Cross section from Orion 3D survey at Heimdall North showing two of four new targets.

Prospecting work continued on the project during the summer of 2024 with a focus on investigating outcroppings and new areas for future exploration.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

ADELINE COPPER-SILVER PROJECT

PROPERTY PAYMENT

On March 6, 2023, the Company entered into an option agreement (“Adeline Property Option Agreement”) with Chesterfield Resources Plc, and its wholly owned subsidiary, Chesterfield (Canada) Inc. (collectively “Chesterfield”) to purchase from Chesterfield, 100% of the Adeline Copper-Silver project in Labrador. In consideration for the purchase of the Project, on signing of the Definitive Agreement (the “Agreement”), the Company made a cash payment of \$100,000.

On approval of the transaction by the TSX Venture Exchange on March 23, 2023, the Company issued 4,500,000 common shares of the Company, to Chesterfield Resources Plc., and made an additional cash payment of \$300,000 to Chesterfield (Canada) Inc. On June 18, 2024, the Company completed the renegotiation of the option agreement and paid \$200,000 in cash (paid July 4, 2024) and issued an additional 8,500,000 common shares to Chesterfield Resources Plc. (issued July 10, 2024) and now owns a 100% interest in the Adeline Copper-Silver Project.

PROJECT LOCATION

Comprised of roughly 30,000 hectares and a 44 km strike of copper-silver-rich terrain, the Adeline project is located in Labrador, Canada, close to road, rail, and power infrastructure and within 500 km of the Sail Pond project, allowing for strong economies of scale for exploration (Figure 6).

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

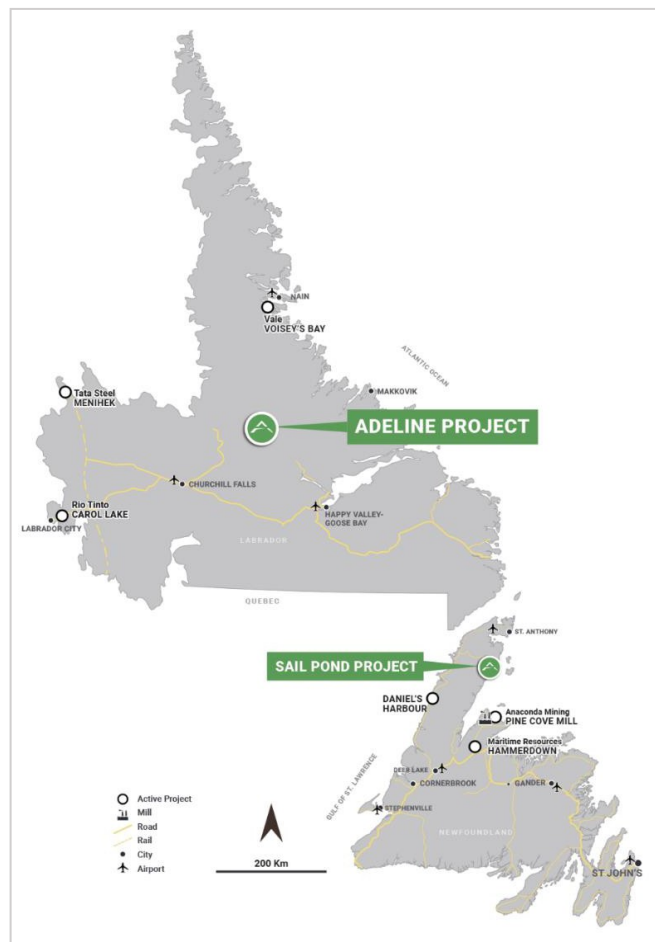


Figure 8: Adeline Project in Labrador, Canada

Possessing a robust early-stage exploration database including regional airborne magnetics, ground Induced Polarization (IP), extensive geological mapping and over 250 surface samples assaying as high as 26.9% copper (Cu), Adeline exhibits strong geological comparisons with preferred epigenetic sediment-hosted copper systems such as those which host the Udokan mine, one of the largest global copper deposits. In addition to the land package, the Project has a pipeline of exploration targets at different stages of development including two drill-ready targets at two key prospects, one of which has returned an encouraging intercept of 1.76% Cu and 58.2 g/t Ag over 7.9 m on the edge of a large chargeability anomaly (2011, Playfair hole SL-11-10).

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

On July 13, 2023, the company began construction of an all-season camp to support its initial 2000 m drill program.

Recent Exploration Work at Adeline Project

On August 29, 2023, the Company announced the commencement of its 2,000 m inaugural drill program at the Adeline Project. The drill program was designed to test the Ellis Main prospect, which was the subject of recent trenching and past historical work including the strongest mineralization encountered to date in hole SL-11-10 from 90.6 m where 7.9 m @ 1.76% Cu and 56.2 g/t Ag was intercepted on trend from a surface trench of 4.5 m of 2.5% Cu, 94.3 g/t Ag (2011, Playfair Mining Ltd.). The Ellis Main prospect is exposed in a series of 11 trenches along the western end of Seal Lake. Re-modelling of IP data collected by Noranda in the early 90s indicates that the discovery hole intercepted at Ellis was just the very edge of a broad Induced Polarization (IP) anomaly located at the intersection of a prominent crosscutting structure and the key copper mineralization hosting sedimentary beds.

In addition to the Ellis target, multiple targets exist within the 100% owned 44km x 7km basin. These targets continue to be advanced through the compilation and analysis of previous exploration data, re-logging of available core on site and in Goose Bay, and new field work by the on-site geological team.

The inaugural drill program was completed in October 2023 with results announced on December 8, 2023. The highlights include:

A total of 1,930 meters of drilling was completed in 11 drill holes focused on testing the Ellis Main prospect ("Ellis") and the Whiskey target. In addition to the drilling campaign, the Company completed a surface sampling program from outcrops in the Whiskey area.

- Inaugural drilling across the 44km x 7km basin tested two initial targets on opposite ends of the basin, with 10 of 11 holes intersecting copper mineralization, underscoring the robustness of the system (Figure 1)
- At Ellis, 8 holes tested the historic mineralized grey bed at depth and along strike with the following results as shown in Figure 2:
 - ELS-23-007 intersected an extensive copper zone over a 150m by 100m area, with 25m @ 0.24% Cu and 4.05 g/t Ag, including 2.6m @ 0.87% Cu and 11.54 g/t Ag
 - While the grey bed unexpectedly thinned, drilling intersection a mafic sill, a rock type differing from initial expectations, though typical in systems of this nature

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND

ANALYSIS

- Notably, visuals confirmed 6 copper minerals across this 25m wide zone with extensive copper oxides suggesting potential at depth of sulphide accumulations
- At Whiskey located 25km east of Ellis, 3 holes showed pinching of the grey bed with narrower mineralization including:
 - WHS-23-010 intersected 3.1m @ 0.96% Cu and 11.78 g/t Ag, including 0.7m @ 3.54% Cu and 46 g/t Ag
 - WHS-23-011 which intersected 2.1m @ 1.20% Cu and 16.43 g/t Ag and 0.6m @ 3.22% Cu and 46 g/t Ag
- Additionally, encouraging sampling of outcrops south of drilling in the Whiskey area showed additional emerging copper trends on the eastern portion of the basin with 17 samples grading higher than 0.5% Cu and up to 2.44% Cu
- Camp was winterized prior to demobilization and a drill remains on site for future drill program

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

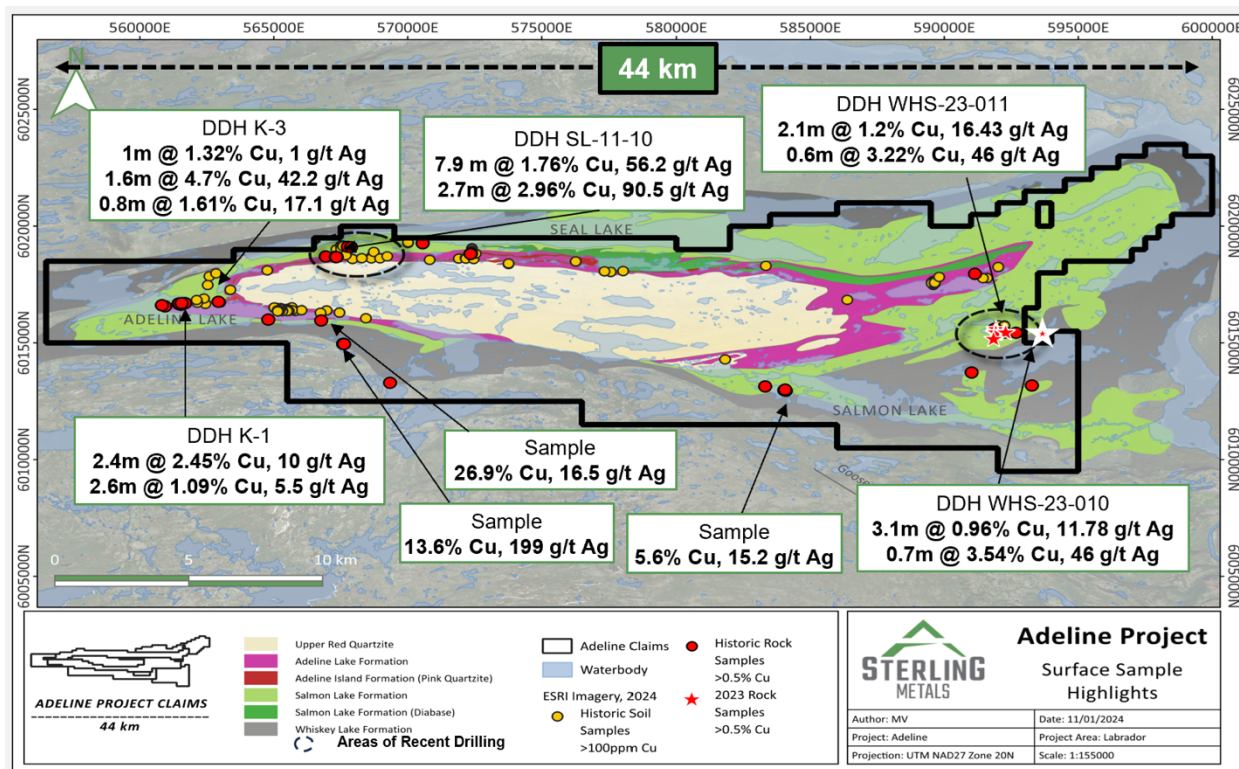


Figure 9. Select sample and diamond drill hole highlights at the Adeline Project covering the 44km basin.

The Adeline Project has many copper showings across the extent of the property, however, drilling and systematic exploration is sparse over the 44km x 11km basin. In December 2023, the Company completed its inaugural drill program consisting of 11 holes with 10 holes intersecting copper mineralization, underscoring the robustness of the system. Figure 1 below shows select surface highlights from past drilling and sampling work conducted by predecessors, and the Company.

To assist in improved targeting and the identification of larger accumulation of copper sulfides, the Company examined several exploration initiatives including the role of hydrocarbons within the sedimentary rocks in triggering the accumulation of copper mineralization.

The Company has retained ALS GoldSpot Discoveries Ltd. to assist with a remote sensing interpretation of spaceborne multispectral data and a targeting study in a 687km² area. The purpose of the study is to:

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

- Acquire Worldview-3 spaceborne superspectral 16-bands remote sensing products at ~2m spatial resolution, then
- Conduct a mineral mapping and structural linework interpretation from the remote sensing products to delineate areas of high prospectivity and exploration potential.

The Worldview-3 SWIR data spectral treatment allows for a redox conditions map of outcrops, differentiating the reduced organic matter-rich beds (hydrocarbon-rich) from the oxidized beds. Then, integrating the key marker horizons with relevant structures, derived from topography (interpreted during 2023 Phase 1), to assist in identification and ranking of targets. This exercise will benefit the from the knowledge acquired from the Summer 2023 field campaign, including rock assays and descriptions.

COPPER ROAD COPPER PROJECT

On February 13, 2024 the Company entered into a definitive share purchase agreement (the "Agreement"), with Copper Road Resources Inc. (the "Vendor") and its wholly-owned subsidiary, 100797918 Ontario Inc. (the "Subsidiary") to acquire 100% interest in the Copper Road Project ("Copper Road" or the "Project"), from Copper Road Resources Inc. (TSXV: CRD), arm's length parties to the Company (the "Transaction"). Copper Road is located 80km north of Sault Ste. Marie, Ontario, Canada.

In order to effect the Transaction, the Vendor assigned all its right, title and interest to the Project, including two option agreements (the "Option Agreements"), to the Subsidiary. The Company acquired, by way of an exempt takeover bid, all of the issued and outstanding common shares (the "Purchased Shares") in the capital of the Subsidiary from the Vendor, in consideration, of the issuance to the Vendor of 108,087,669 common shares (the "Common Shares") in the capital of the Company (valued at \$5,944,822) which was equal to 49% of the issued and outstanding Common Shares immediately upon closing of the Transaction on May 10, 2024, and aggregate cash payments of \$460,000 to the Vendor, comprised of \$200,000 upon execution of the Agreement (paid on March 1, 2024) and \$260,000 (paid May 10, 2024) upon closing of the Transaction.

On closing, the Subsidiary held a 100% interest in the Copper Road Project, an exploration stage property that has been accounted for as an asset acquisition by the Company. The Transaction was approved by shareholders of the Vendor on April 30, 2024, and approved by the TSX Venture Exchange on May and the approval of the shareholders of the Vendor (approval received April 30, 2024, by shareholder vote). The Company paid a finder's fee of 2,064,841 common shares valued at \$0.035 per share for a total of \$72,269 and issued 1,400,000 common shares valued at \$0.035 per share for a total of \$49,000 for option payments owed by Copper Road on certain mineral claims.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Subsequent to closing, all the mineral claims that make up the Copper Road Project were transferred to the Company from the Subsidiary such that the Company now holds a direct 100% ownership interest in the Copper Road Project.

Located 80km north of Sault Ste. Marie, Ontario, Canada, Copper Road is a 25,000ha high-potential brownfield copper-molybdenum-silver-gold project associated with the Midcontinent Rift, which until 2021 had never been fully consolidated. The Project benefits from its strategic proximity to substantial infrastructure (Figure 10) Given the extensive history of exploration and mining, as well as numerous surface copper showings (Figure 11), the Phase 1 Exploration campaign, will take a wide systematic and optimized approach to advance the full Project understanding in an effort to define targets for future drilling across the land package (described further below).

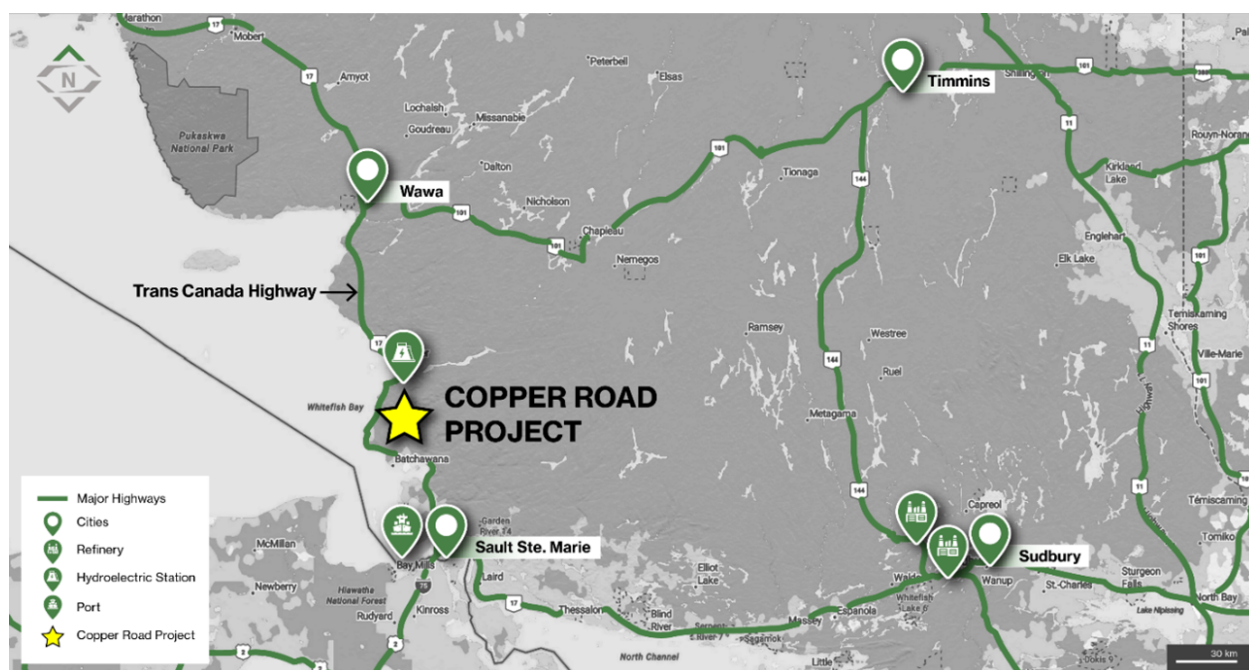


Figure 10. Location of the Copper Road Project

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

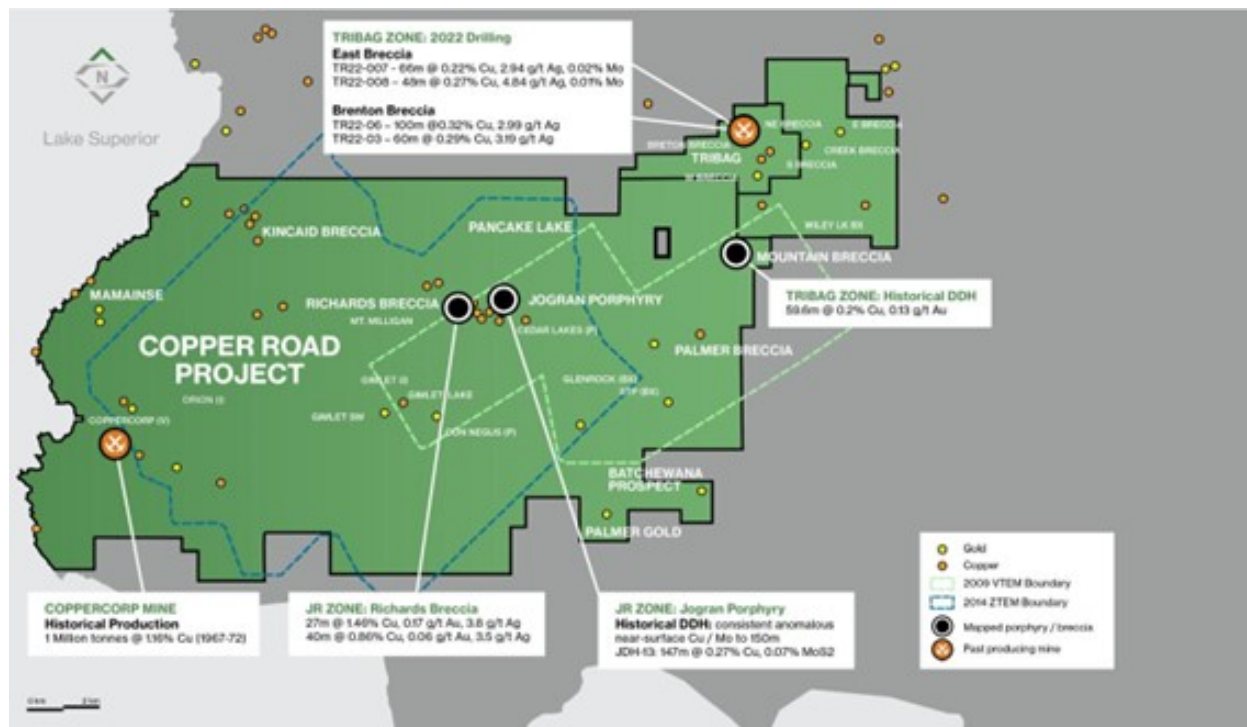


Figure 11. Extensive history of exploration and mining at the Copper Road Project

Phase 1 Exploration Campaign

Campaign Highlights

- Initiated extensive soil sampling program in central area of the project covering 23km²
- Property wide airborne magnetic, Lidar and radiometric survey, 3,777-line kilometres completed
- Advanced modelling of historical airborne electromagnetic (EM) survey
- Interpretation of new 10cm resolution LiDAR survey
- Completed digitization of over 200,000 pages of historical documents
- Existing trail networks cleared and reopened to enhance access

Highlights Subsequent to September 30, 2024

- Completed soil sampling program in central area of the project
- Discovered high-grade copper and molybdenum sulphides at surface

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

- Identified 3km long footprint of porphyry mineralization in high priority area
- Completed 3D IP survey at high priority area, covering 15km²
- Commenced high-resolution drone magnetics survey

Phase 1 Exploration at Copper Road commenced in June 2024, with the establishment of a field base in Batchewana Bay and an extensive soil sampling and mapping campaign. Soil sampling demonstrated clear trends of elevated copper mineralization and several new areas of interest which guided mapping and prospecting work. The mapping and prospecting lead to multiple discoveries of copper and molybdenum sulphide mineralization in outcrop at surface, reported subsequent to September 30, 2024 (October 29, 2024 press release).

Concurrent with the soil sampling program, the Company also completed a property-wide helicopter airborne survey to collect high-resolution magnetic signatures of the rocks, radiometrics data to map alteration related to copper porphyry's, detailed LiDAR data to accurately map the topography and important structures related to mineralization. The data was used to build a 3-dimensional model to help understand the geology across the Project and assist in identifying the geological foundations of the already known copper-molybdenum porphyry and breccia pipes and to potentially locate new targets for future drilling. Magnetic signatures of key rock types offer an opportunity to locate important geological units such as the mafic volcanics close to mineralization, similar to that seen in historical hole AR96-01 drilled in 1996 (Figure 12), which play an important role in the accumulation of copper sulphides. Mafic volcanic hosted copper sulphides in copper porphyry settings commonly host higher grade mineralization and can be important types of copper deposits.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

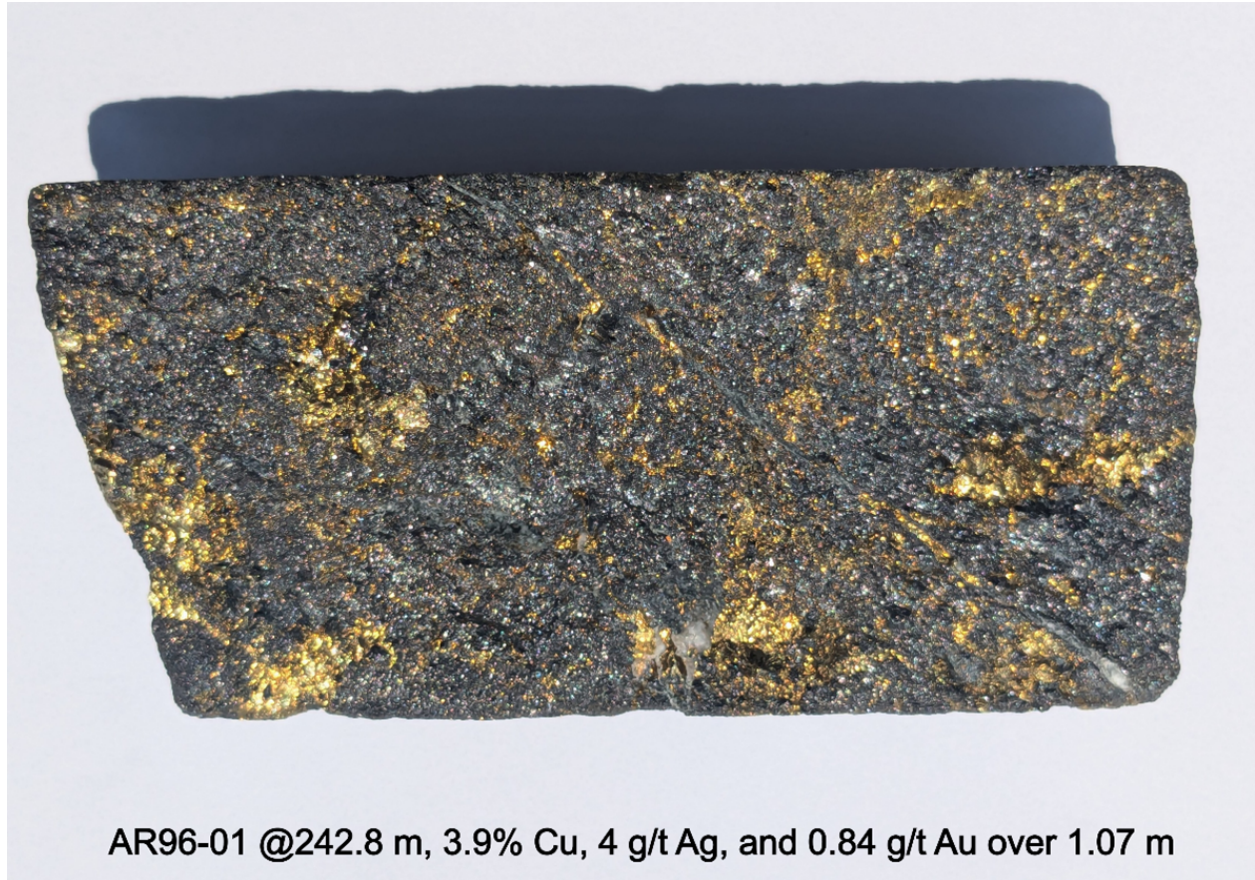


Figure 12. Example of high-chargeability, mafic volcanic hosted copper sulphide near Jogran target.

The Phase 1 exploration campaign at the Copper Road Project is progressing with several key activities. Soil sampling has extended northwest of Richards Breccia, on the west side of Mamainse Lake, as well as northeast towards the Tribag mine (Figure 13). These areas are being targeted to expand the understanding of the copper mineralization potential across the Project.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

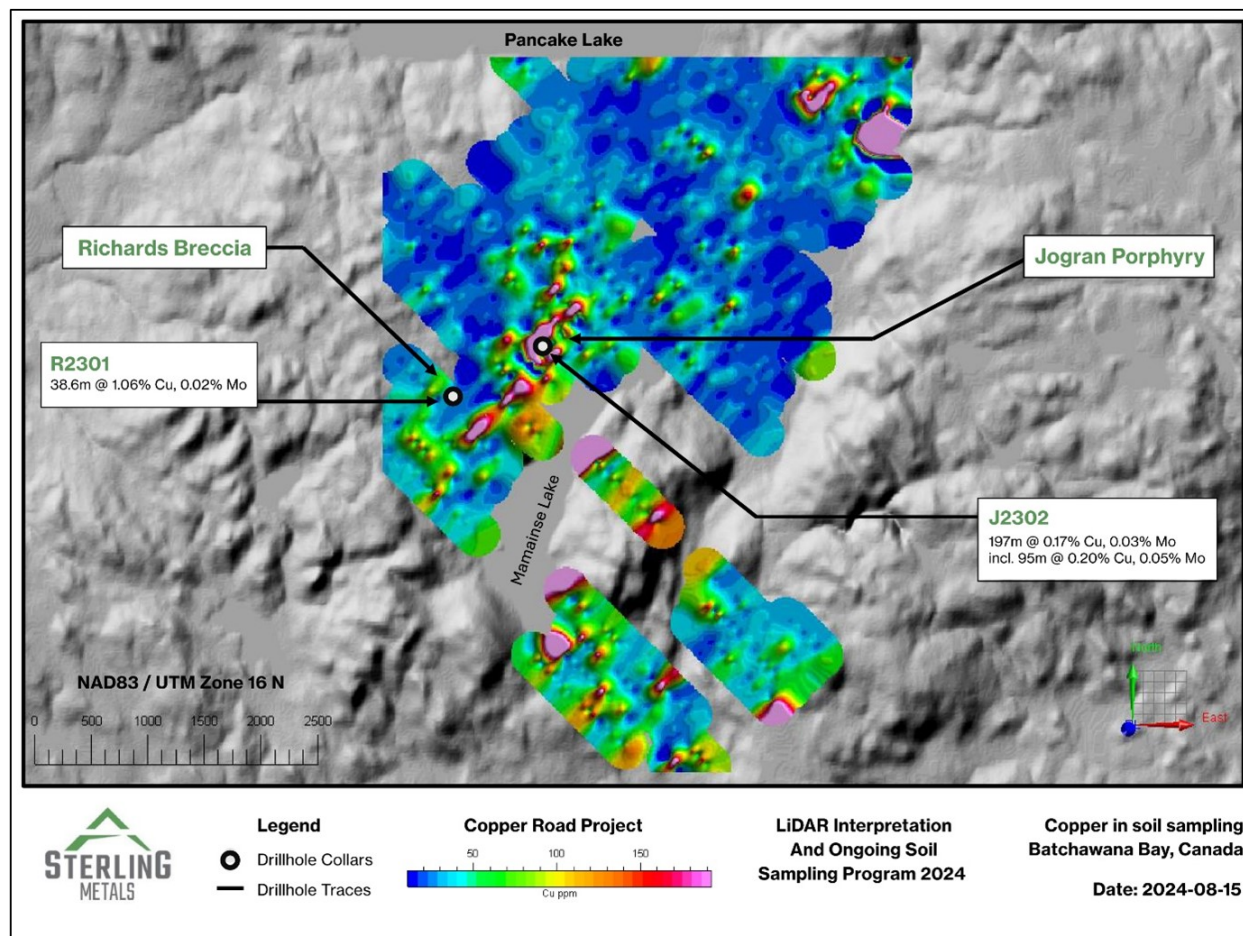


Figure 13. Soil Sampling (in progress, map of completed program below) showcasing copper in soil anomalies with historic intercepts

Geophysical targets are also being actively field-tested. Several new outcrops, which appear to contain porphyry vein types similar to those found at Jogran, have been identified. Samples from these outcrops have been collected and sent to the lab for assays, with the results expected to provide further insights into the mineralization system.

In addition to fieldwork, further interpretations of LiDAR, magnetic surveys, ZTEM, VTEM, and radiometrics are ongoing (Figure 14). These efforts are being integrated with current soil and rock sample data, as well as historical drilling and mining operations. The goal is to refine the targeting and focus on higher-impact zones that could host large tonnage and economically viable copper mineralization.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

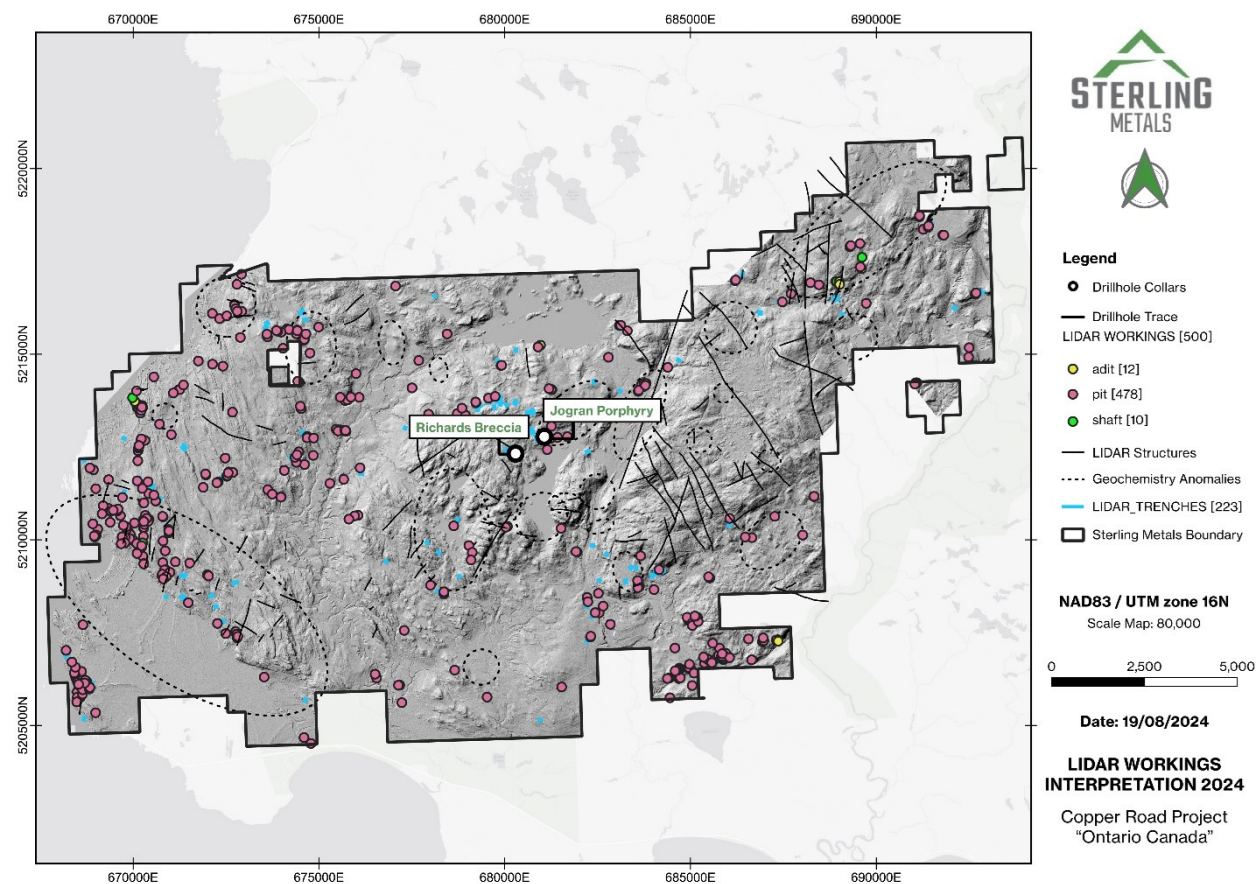


Figure 14. LiDAR survey demonstrating the extensive history of mining and exploration across the property

Extensive exploration completed in Phase 1 includes:

- Collected 1,200 surface soil samples with strong copper-molybdenum anomalies emerging .
- Inversion of property-wide 3,777-line kilometer airborne magnetic survey.
- Advanced modeling of historical airborne electromagnetic (EM) survey data, including extraction of airborne induced polarization.
- Initiated interpretation of a new 10cm resolution LiDAR survey:
- Preliminary results identified extensive historical occurrences including 483 pits, 227 trenches, 12 adits, and 10 shafts across the property (Figure 2).
- Geological contacts and key structural features are now being interpreted

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

- Completed digitization of over 200,000 pages of historical documents from the last 60 years.

Early stages of mapping have been encouraging with numerous showings with copper sulphide mineralization in the form of chalcopyrite and bornite and often associated with molybdenite and other metal minerals such as magnetite.

Subsequent to September 30, 2024

The Company discovered new high-grade copper and molybdenum sulphides at surface within the high-priority exploration area at Copper Road (Figure 15). Values from samples ranged up to 15.9% Cu and 4.84% Mo, with an average copper value of 1.96% Cu across 31 samples. (Table 1)

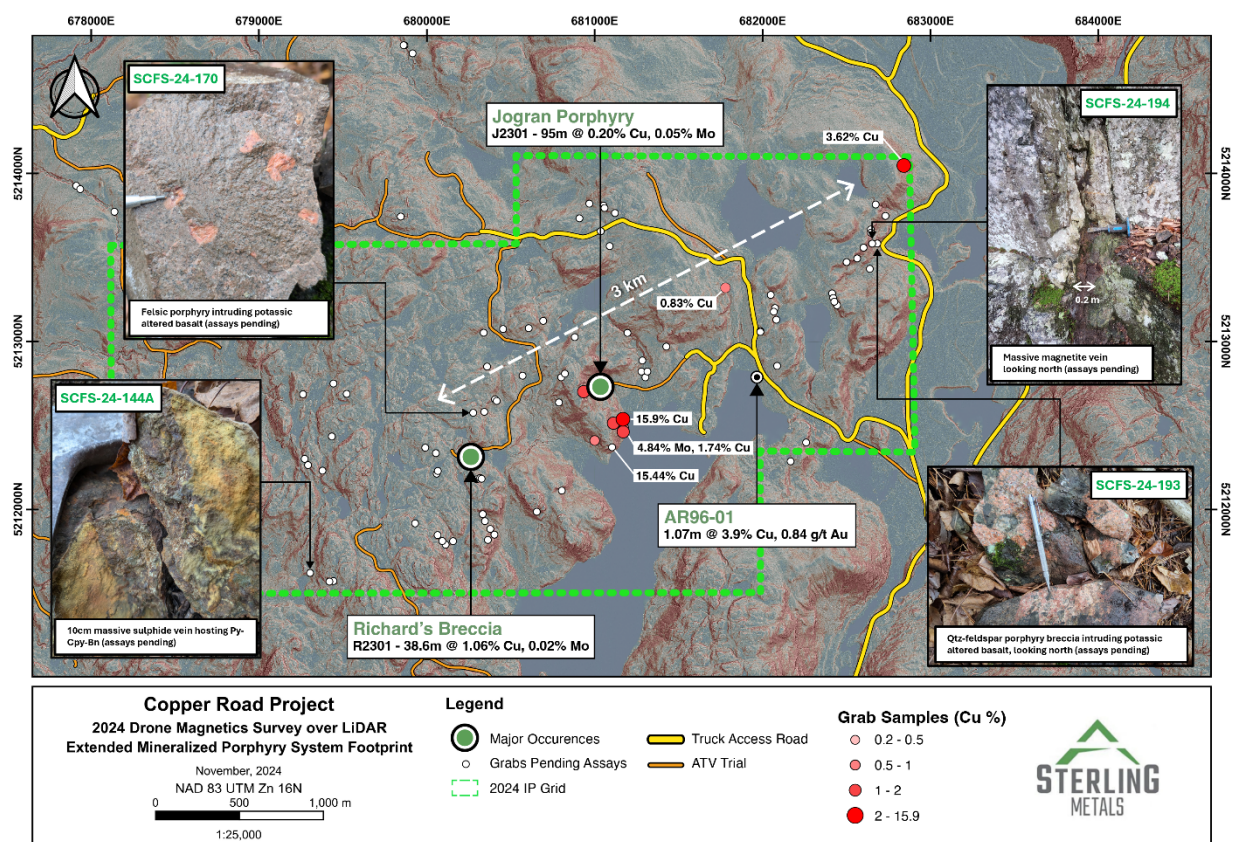


Figure 15. Surface sampling results from 2024 field work highlighting emerging mineralized footprint of porphyry system.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Copper and molybdenum sulphide mineralization was identified in outcrops in a number of locations across the property and within the limits of the current IP survey grid. Systematic sampling of the mineralization, typically present as porphyry style veining but also breccias, was carried out by the Sterling Metals exploration team. In some cases, with larger exposure at outcrops, multiple samples were collected from the same outcrop.

The Cave Showing is located 240m south of the known Jogran Porphyry, a well mineralized porphyry prospect that has seen only shallow drilling to date. Copper and molybdenum rich veining at Jogran is associated with strong magnetite-bearing potassic alteration of the host rocks. At the Cave Showing, which is over 5m wide, clusters of porphyry style veins hosting copper and molybdenum sulphides occur in multiple orientations. Steeply dipping copper sulphide rich veins grading between 2.39% and 15.9% Cu have been sampled in four locations spanning 1.5m of the overall showing (Figure 16). Within the same outcrop, flat lying veins generally with higher molybdenum values were observed in multiple locations. Sample A focused on the flat lying veins and returned a value of 2.39% Cu and 0.013% (128ppm) Mo. Pervasive swarms of veins, both steep and flat lying, as well as pockets of disseminated sulphide mineralization characterize the outcrop, which has yet to be drill tested. Of particular significance is the observation that there are at least 3 separate but related episodes of veining which is key to forming high-grade porphyry style mineralization. Additionally, one of the copper-rich veins is rich in magnetite which may indicate a connection to a significant copper-magnetite rich potassic core which underlies the area between Jogran and the Cave Showing.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

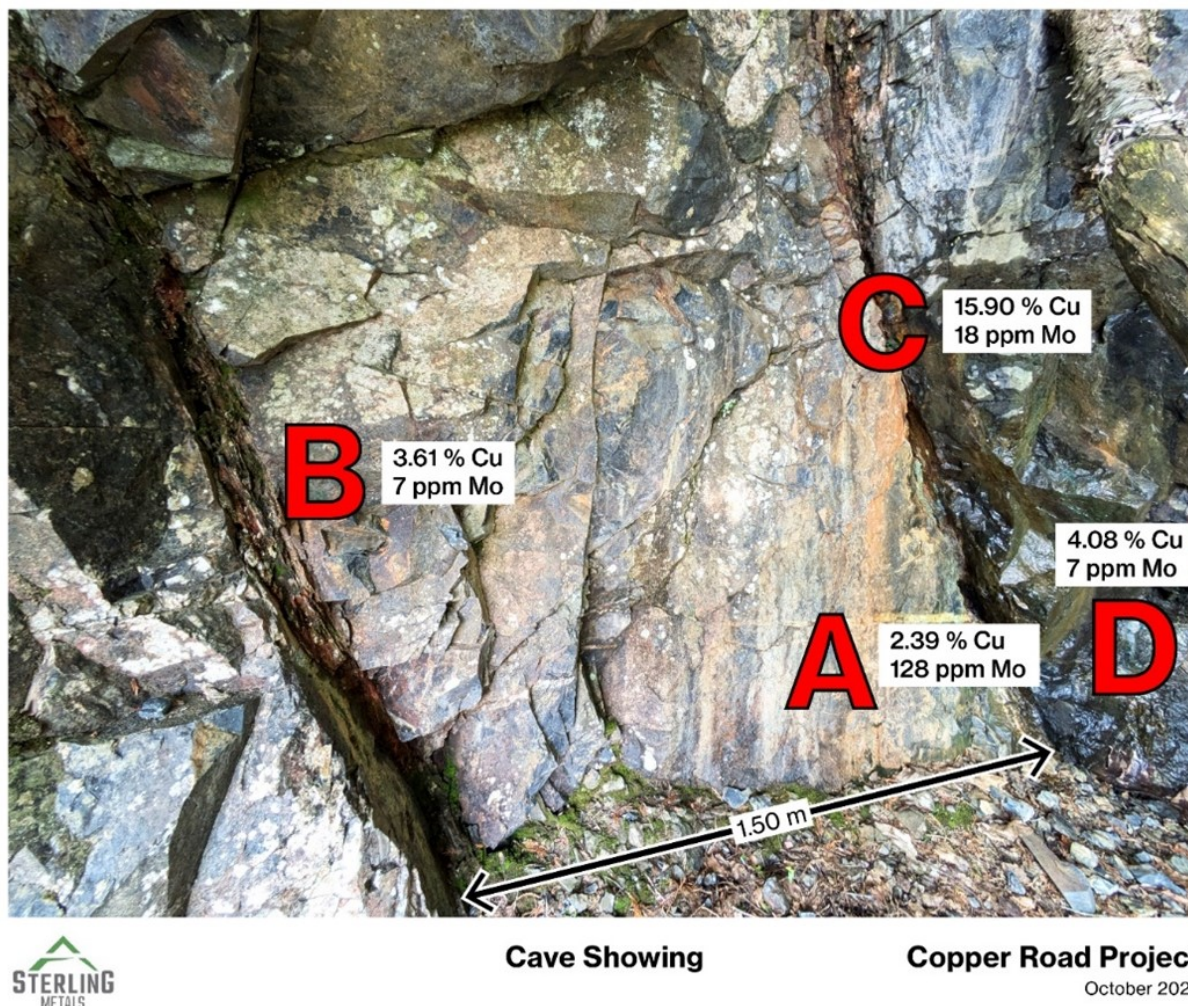


Figure 16. Photograph of Cave Showing, 240m south of Jogran Porphyry, with sample locations and grades (looking north).

The Moly Vein is located an additional 50m beyond and south of the Cave Showing, 290m from the Jogran Porphyry. The flat lying vein, similar in orientation to the higher grading molybdenum veins at the Cave Showing, displayed very high-grade sulphide mineralization (Figure 17). The single sample collected at this location returned values of 1.74% Cu, 4.84% Mo and 3.04 g/t rhenium. Generally, a correlation between higher molybdenum values and higher rhenium values has been observed in historical samples at the property. Rhenium is an important potential revenue by-product metal that along with enrichment in molybdenum is common to rift-related porphyry copper deposits.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

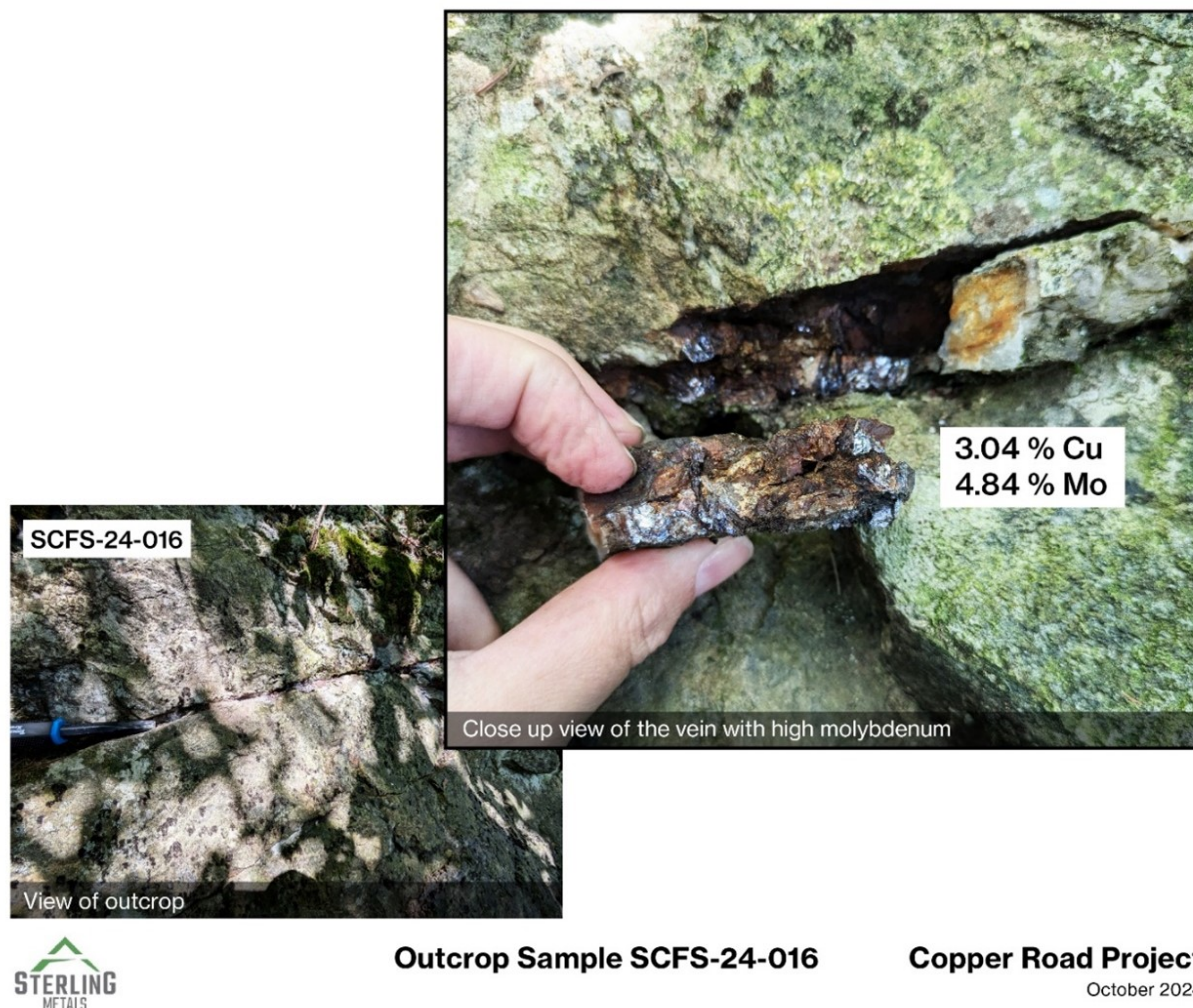


Figure 17. Photograph of Moly Vein, 50m south of Cave Showing, with close up and sample grades (looking north)

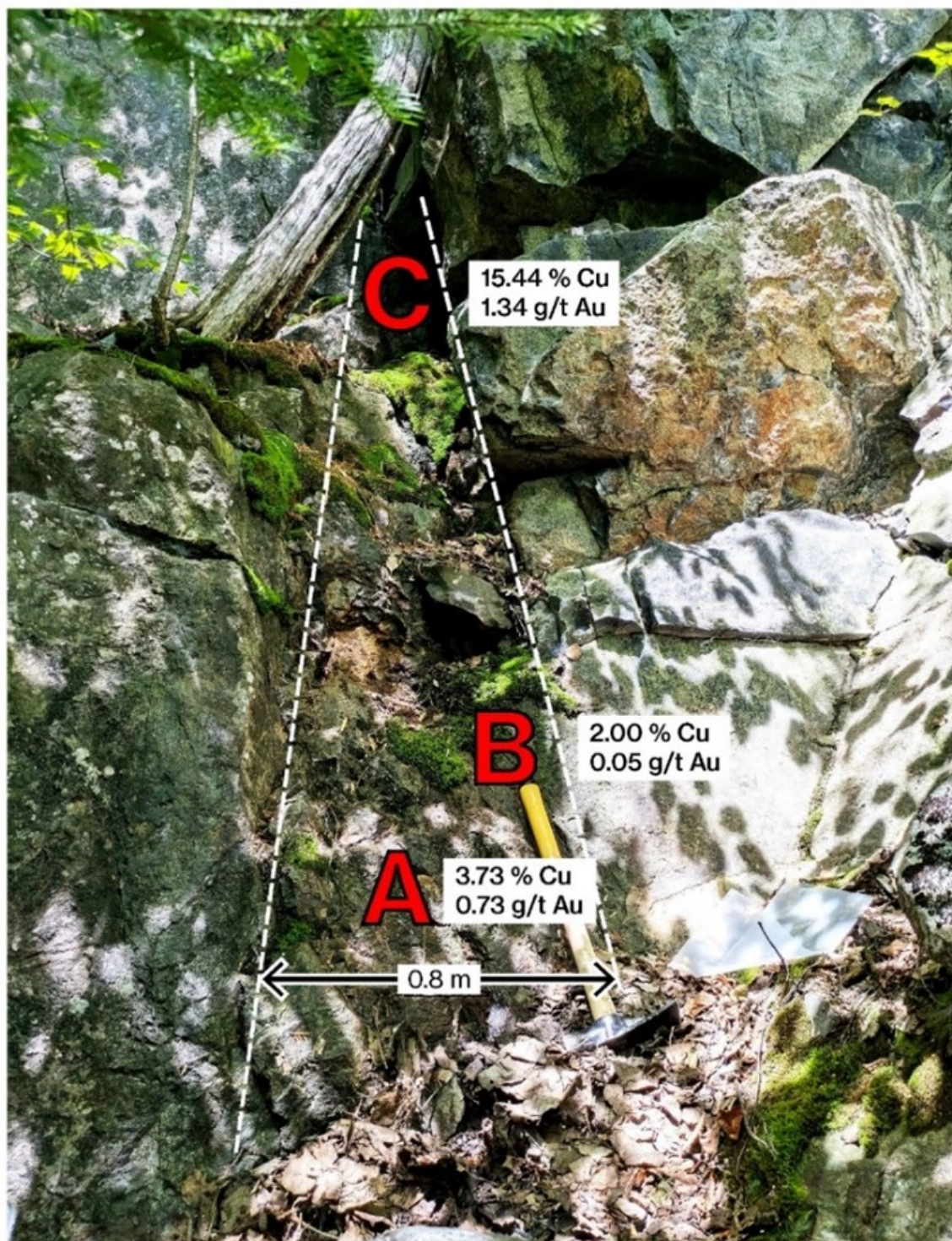
Located 100m south-west of the Moly Vein, a hydrothermal quartz-magnetite-sulphide vein was discovered hosting high-grade copper and gold mineralization. This 0.8m wide steeply dipping vein, which strikes to the north, was sampled in three locations (Figure 18). Copper values ranged from 2.00% to 15.44% and gold ranged between 0.05 g/t and 1.34 g/t. The vein, which consists of nearly massive magnetite, hosts abundant copper sulphides and is interpreted to be formed during the hot prograde stage of porphyry mineralization that characteristically also forms copper-rich magnetite-bearing potassic cores such as present in the Jogran Porphyry drill core.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

**REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND
ANALYSIS**



STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Figure 18. Photograph of high-grade copper Hydrothermal Magnetite vein, 50m south-west of Moly Vein, with sample locations and grades (looking north).

Importantly, similar copper-rich quartz-magnetite-sulphide vein mineralization was intersected in historical hole AR96-01, as [reported in a press release on June 26, 2024](#). The intersection in AR96-01 is over 1km to the north-east of the Hydrothermal Magnetite Vein, and interestingly the hole also ended in porphyry mineralization with drill logs commenting on visual chalcopyrite, bornite, pyrite and molybdenum. The Hydrothermal Magnetite Vein is yet to be drill tested. The copper-rich quartz-magnetite-sulphide veins that crop out over several square km of this prospective area are hosted within strongly altered mafic volcanics, including epidote-bearing propylitic alteration, suggesting that a large copper-rich potassic core may underlie this area at moderate depth and which has not been tested for by previous drilling campaigns.

Table 1. Surface sampling results from 2024 field program.

Area	Sample ID	Easting (m)	Northing (m)	Cu (%)	Mo ppm	Mo %	Re (g/t)	Ag (g/t)	Au (g/t)
Cave Showing	SCFS-24-010A	681166	5212536	2.39	128		0.025	37	-
	SCFS-24-010B	681166	5212536	3.61	7		0.025	28	-
	SCFS-24-010C	681166	5212536	15.90	18		0.025	10	-
	SCFS-24-010D	681166	5212536	4.08	7		0.025	23	-
	SCFS-24-010E	681166	5212536	0.75	1		0.025	2.5	-
Hydrothermal magnetite vein	SCFS-24-020A	681099	5212368	3.73	20		0.025	15	0.73
	SCFS-24-020B	681099	5212369	2.00	7		0.025	2.5	0.047
	SCFS-24-020C	681099	5212370	15.44	7		0.025	54	1.34
Regional Sampling	SCFS-24-001	682771	5213881	0.013	1		0.025	2.5	-
	SCFS-24-002A	682840	5214048	3.62	129		0.025	32	-
	SCFS-24-003	682841	5214071	0.028	1		0.025	2.5	-
	SCFS-24-004	680999	5212408	0.64	1		0.025	2.5	-
	SCFS-24-005	682030	5214507	0.043	1		0.025	2.5	-
	SCFS-24-006	681296	5214031	0.002	1		0.025	2.5	-
	SCFS-24-007	681296	5214031	0.002	1		0.025	2.5	-
	SCFS-24-008	681296	5214031	0.002	1		0.025	2.5	-
	SCFS-24-009	680361	5211774	0.061	7		0.025	2.5	-
	SCFS-24-011	681589	5212779	0.026	1		0.025	2.5	-

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

	SCFS-24-012	681178	5212518	0.20	1		0.025	2.5	-
	SCFS-24-013	681169	5212485	0.044	1		0.025	2.5	-
	SCFS-24-014	681168	5212486	0.99	38		0.025	9	-
	SCFS-24-015	681171	5212477	0.51	27		0.025	8	-
	SCFS-24-016	681166	5212460	1.74	10000	4.84	3.04	7	-
	SCFS-24-019	681103	5212371	0.48	46		0.025	2.5	-
	SCFS-24-021	681079	5212363	0.11	6		0.025	2.5	-
	SCFS-24-024	681111	5212510	1.54	4		0.025	37	-
	SCFS-24-027	680987	5212666	0.11	11		0.025	2.5	-
	SCFS-24-029	680931	5212700	1.69	7		0.025	2.5	-
	SCFS-24-037	678914	5214386	0.02	1		0.025	2.5	-
	SCFS-24-042	681777	5213319	0.83	5		0.025	2.5	-
	SCFS-24-049	681373	5213040	0.059	284		0.08	2.5	-

An extensive 3D Induced Polarization survey was conducted by Dias Geophysical Ltd. in the central area of the property, covering 15 square kilometres and both the 2024 soil sampling grid as well as the results reported herein from surface sampling are contained in the IP survey area (Figure 19). The goal of the survey is to identify new chargeability anomalies, which may indicate the presence of sulphide mineralization. Physical property measurements on copper mineralized historical drill core on the property confirmed that the mineralization was highly chargeable. The final results of the survey are anticipated in December and will lead to specific drill targets for future drilling campaigns.

Preliminary IP results were received in November and the Sterling exploration team conducted focused mapping and prospecting in the areas of chargeability anomalies close to surface. New mineralized outcrops were discovered southwest of Richards Breccia.

These new copper mineralized outcrops, IP chargeability anomalies and ongoing sample analyses further enhance the Company's understanding of mineralized zones on the property. The Company anticipates that once the IP data inversion and the drone mag survey are complete, a key milestone in the program will be achieved. The Company will look to match soil and prospecting results with historical exploration data and new magnetic, chargeability and resistivity targeting. Bookmarked between two past producing mines, this area of the Project has never seen a systematic exploration program of this nature and despite positive historical drill results, has never been tested below 200m.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Quality Assurance/Quality Control – Sampling Procedures

Soil samples were collected in areas containing available *in situ* material and areas such as wetlands were avoided. The soil samples consisted of 300-500 g of material collected from the B-horizon using a hand auger and stored in kraft bags. Samples were photographed, described, and final locations were recorded using a handheld GPS. The samples were air dried, sieved to an optimal fraction, split, packed into soil cups, covered with thin-film, and analyzed using a Vanta handheld XRF in a stationary setup. Internal quality control and quality assurance consisted of the insertion of certified reference materials and blank materials every 20-30 samples, and a duplicate analysis approximately every 50th sample. Procedural protocols were implemented at all stages of sample handling to prevent cross-contamination and external contamination of samples. A 10% subset of samples were selected from the survey and sent to SGS for analysis using a sodium peroxide fusion digest followed by ICP-OES/ICP-MS for lab verification.

Rock samples were bagged and labelled in the field, photographed, described, and assigned a coordinate using a handheld GPS. Samples were sent to SGS to be crushed, split and pulverized for analysis. Analysis included a sodium peroxide fusion digest followed by ICP-OES/ICP-MS. Ore grade and gold analysis were completed using fire assay, followed by an ICP-MS/ICP-AES finish. Certified reference materials and blank materials were inserted approximately every 20 samples by the laboratory.

QUALIFIED PERSON

The technical information in this MD&A has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 ("NI 43-101") and reviewed and approved by Jeremy Niemi, P.Geo. (Ontario), Senior Vice President of Exploration and Evaluation for Sterling Metals, is the Qualified Person as defined by National Instrument 43-101, Standards of Disclosure for Mineral Projects. Mr. Niemi is responsible for the scientific and technical data presented herein and has reviewed and approved this project summary. Mr. Niemi is a Qualified Person under NI 43-101.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Property Rights and Evaluation and Exploration Assets

The following table summarizes the carrying value of the Company's property rights and evaluation and exploration assets as of September 30, 2024.

	Sail Pond		Adeline		Copper Road		Total
Carrying amount							
Balance January 1, 2023	\$	8,758,671	\$ -		\$ -	\$	8,758,671
Acquisitions							
Cash	\$ -	\$	400,000		\$ -	\$	400,000
Common shares issued	-		765,000		-		765,000
Exploration							
Drilling		348,249		812,908		-	1,161,157
Field and administration		441,112		943,186		-	1,384,298
Geological and Geophysical services		534,140		402,691		-	936,831
Assays		137,815		86,126		-	223,941
Prospecting		3,325		-		-	3,325
Depreciation and amortization capitalized		7,802		20,016		-	27,818
Balance December 31, 2023	\$	10,231,114	\$	3,429,927	\$ -		\$13,661,041
Acquisitions							
Cash	\$ -	\$	200,000		\$ 460,000	\$	660,000
Common shares issued	-		680,000		5,993,822		6,673,822
Exploration							
Drilling		-		-		-	-
Field and administration		33,963		8,903		265,893	308,759
Geological and Geophysical services		24,500		239,114		832,876	1,096,490
Assays		9,187		3,173		767	13,127
Prospecting		-		-		-	-
Depreciation and amortization capitalized		3,064		11,523		15,800	30,387
Balance September 30, 2024		\$10,301,828		\$4,572,640		\$7,569,158	\$22,443,626

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

FLOW THROUGH FINANCINGS

A summary of the changes in the Company's flow-through share premium liability was as follows:

Flow-Through Share Premium Liability	
Balance December 31, 2022	\$ 71,370
Flow-through share premium on the issuance of flow-through common share units (Note 11 (b))	740,784
Issuance costs allocated to the flow-through share premium liability	(78,398)
Settlement of flow-through share premium liability on incurrence of eligible expenditures	(336,893)
Balance December 31, 2023	\$ 396,863
Settlement of flow-through share premium liability on incurrence of eligible expenditures	(321,650)
Balance September 30, 2024	\$ 75,213

As of September 30, 2024, the Company had yet to settle all of the flow-through share liability by renouncing eligible exploration expenditures on the April 2023 flow through issuance. The Company received a grant of \$225,000 from the Government of Newfoundland & Labrador in April of 2024 for eligible expenditures incurred on its Adeline project in 2023. The Company must incur an additional \$252,346, inclusive of the grant money received, in eligible expenditures by December 31, 2024, to satisfy its expenditure renunciation commitments.

RESULTS OF OPERATIONS

	Three Months Ended Sep-30-2024	Three Months Ended Sep-30-2023	Percentage Change	Nine Months Ended Sep-30-2024	Nine Months Ended Sep-30-2023	Percentage Change
General and administration	69,578	58,672	18.6%	210,857	244,665	(13.8%)
Investor relations	26,829	111,546	(75.9%)	166,381	400,692	(58.5%)
Management and Director fees	96,840	96,971	(0.1%)	371,044	291,329	27.4%
Consulting fees	16,000	-	n/a	108,269	-	n/a
Share based compensation	-	11,100	n/a	-	647,900	(100.0%)
Professional fees	19,016	18,436	3.1%	121,858	94,045	29.6%
Exploration costs	500	-	n/a	757	-	n/a
Net operating loss for the period	(228,763)	(296,725)	(22.9%)	(979,166)	(1,678,631)	(41.7%)
Recovery of flow-through premium liability	161,362	145,222	11.1%	321,649	228,639	40.7%
Government Grant	-	-	n/a	225,000	-	n/a
Interest income	9,717	56,433	n/a	20,790	56,433	n/a
Net loss and comprehensive loss for the period	(57,684)	(95,070)	(39.3%)	(411,727)	(1,393,559)	(70.5%)
Net (loss) per share basic	\$0.00	\$0.00	n/a	\$0.00	(\$0.01)	n/a

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

A more detailed breakdown of General and Administration expenses is as follows:

	For the three months ended			For the nine months ended		
	September 30,		Percentage	September 30,		Percentage
	2024	2023		2024	2023	
Office expenses	38,138	31,643	20.5%	94,866	91,514	3.7%
Listing and transfer agent fees	12,546	11,352	10.5%	70,555	54,355	29.8%
Insurance (D&O and P&C)	8,989	8,851	1.6%	22,859	24,677	(7.4%)
Travel and entertainment	9,905	6,826	45.1%	22,577	74,119	(69.5%)
	<u>\$ 69,578</u>	<u>\$ 58,672</u>	18.6%	<u>\$ 210,857</u>	<u>\$ 244,665</u>	(13.8%)

The net loss for the three months ended September 30, 2024, was (\$57,684) compared to a net loss of (\$95,070) for the three months ended September 30, 2023. The decrease in net loss during the three months ended September 30, 2024, can be attributed to the \$84,717 reduction in investor relations fees during the quarter when compared to the three months ended September 30, 2023. In addition, the Company experienced an increase in the recognition of a Recovery of flow-through share premium liability as the Company incurred flow through eligible expenditures on the Adeline and Copper Road properties that were capitalized to the projects during the period at a higher level than was capitalized to the Sail Pond and Adeline properties during the three months ended September 30, 2023. General and Administration expenses increased by \$10,906 or 18.6%, Consulting fees increased by \$16,000 as fees were incurred as part of the Copper Road acquisition, professional fees increased by \$580 or 3.1% as a result of the expenses incurred as part of the Copper Road acquisition. The Company also recorded \$9,717 in interest income during the three months ended September 30, 2024, from GIC investments, a decrease of \$46,716 when compared to interest income earned during the three months ended September 30, 2024, due to a lower balance invested in bank GICs during the quarter when compared to the three months ended September 30, 2024.

The net loss for the nine months ended September 30, 2024, was (\$411,727) compared to a net loss of (\$1,393,559) for the nine months ended September 30, 2023. The decrease in net loss during the nine months ended September 30, 2024, can be attributed to the \$636,800 reduction in share-based compensation when compared to the nine months ended September 30, 2023. In addition, the Company experienced an increase in the recognition of a Recovery of Flow-Through share premium liability as the Company incurred flow through eligible expenditures on the Adeline and Copper Road properties that were capitalized to the projects during the period at a higher level than was capitalized to the Sail Pond and Adeline properties during the nine months ended September 30, 2023. On April 2, 2024, the Company received \$225,000 in grants from the Government of Newfoundland & Labrador for exploration expenditures incurred on the Adeline project that were incurred in 2023. No grant was received in the prior year period.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Management and director fees increased by \$79,715 or 27.4% over the prior year period because of bonuses paid to management on the successful completion of the Copper Road acquisition. General and Administration expenses decreased by 13.8%. Investor relation expenses decreased by 58.5%, or \$234,311, consulting fees increased by \$108,269 as finders' fees and other fees were incurred as part of the Copper Road acquisition, professional fees increased by \$27,813 or 29.6% because of the expenses incurred as part of the Copper Road acquisition. The Company also recorded \$20,790 in interest income during the nine months ended September 30, 2024, from GIC investments, a decrease of \$35,643 over the prior year period due to a lower balance held in GOC deposits during the nine months ended September 30, 2024 when compared to the amounts held in GOC deposits during the nine months ended September 30, 2023.

As of September 30, 2024, the flow-through share premium liability was \$75,213. The flow-through share premium liability is reduced as the Company renounces eligible expenditures that are incurred during the year and then recognizes a recovery of the share-premium liability as other compressive income.

The Company's accounting policy is to capitalize all eligible exploration related expenditures to the various projects under development. Capitalized amounts are reviewed for any indications of impairment on a quarterly basis. (See Note 3 in the Company's audited annual financial statements for the year ended December 31, 2023, for additional details).

SUMMARY OF QUARTERLY RESULTS

Three months ended	30-Sep-24	30-Jun-24	31-Mar-24	31-Dec-23	30-Sep-23	30-Jun-23	31-Mar-23	31-Dec-22
Total revenue	-	-	-	-	-	-	-	-
Loss for the period	(\$57,684)	(\$126,762)	(\$227,281)	(\$170,696)	(\$95,070)	(\$808,577)	(\$489,912)	(\$72,955)
Comprehensive Loss	(\$57,684)	(\$126,762)	(\$227,281)	(\$170,696)	(\$95,070)	(\$808,577)	(\$489,912)	(\$72,955)
Loss per share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.01)	\$0.00
Total assets	\$23,965,241	\$23,512,948	\$17,543,359	\$17,893,675	\$18,152,459	\$18,642,044	\$12,860,915	\$12,438,595
Working capital	\$1,054,901	\$1,898,923	\$1,054,901	\$3,493,589	\$4,519,674	\$6,044,159	\$1,946,318	\$3,230,200

The net loss and comprehensive loss for the three months ended September 30, 2024, was comprised of management and director compensation, investor relations activity expenses, legal and accounting fees and general and administrative expenses that were partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter, along with interest income earned on GIC deposits during the quarter. The net loss and comprehensive loss for the three months ended June 30, 2024, was comprised of management and director compensation (including bonuses of

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

\$80,000 paid to management on the closing of the Copper Road acquisition), investor relations activity expenses, legal and accounting fees and general and administrative expenses that were partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter, interest income earned on GIC deposits during the quarter and the receipt of a \$225,000 grant from the Government of Newfoundland for exploration expenditures incurred on the Sail Pond project. The net loss and comprehensive loss for the three months ended March 31, 2024, was comprised of management and director compensation, investor relations activity expenses, legal and accounting fees and general and administrative expenses that were partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter and interest income earned on GIC deposits during the quarter. The net loss and comprehensive loss for the three months ended December 31, 2023, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter and interest income earned on GIC deposits during the quarter. The net loss and comprehensive loss for the three months ended September 30, 2023, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter and interest income earned on GIC deposits during the quarter. The net loss and comprehensive loss for the three months ended June 30, 2023, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter. The net loss and comprehensive loss for the three months ended March 31, 2023, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses. The net loss and comprehensive loss for the three months ended December 31, 2022, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

SELECTED ANNUAL INFORMATION

Selected Annual Information	Dec-31-2023	Dec-31-2022	Dec-31-2021
	\$	\$	\$
Total assets	17,893,675	12,438,595	9,127,117
Total liabilities	634,353	342,056	272,830
Operating Loss for the period	1,988,711	(1,843,277)	(1,387,001)
Comprehensive loss	(1,564,255)	(1,540,747)	(1,375,180)
Loss per share	(\$0.02)	(\$0.02)	(\$0.03)

OUTSTANDING SHARES

As at the date of this report the Company had 248,387,931 common shares outstanding, options outstanding of 10,580,000 and 40,997,126 warrants outstanding.

FINANCIAL POSITION AND LIQUIDITY

As of September 30, 2024, the Company's financial instruments consist of cash, cash equivalents, and accounts payable and accrued liabilities. The Company has no speculative financial instruments, derivatives, forward contracts, or hedges.

As of September 30, 2024, the Company had working capital of \$1,054,901 compared to working capital of \$3,493,589 as of December 31, 2023.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Financial instrument classification and measurement

Financial instruments of the Company carried on the Statement of Financial Position are carried at amortized cost. There are no significant differences between the carrying value of financial instruments and their estimated fair values as of June 30, 2024, and December 31, 2023, due to the immediate or short-term maturities of the financial instruments.

b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. It is management's opinion that the Company is not exposed to significant credit risk arising from these financial instruments. The Company limits credit risk by entering into business arrangements with high credit-quality counterparties. Thus, the credit risk associated with other receivables is also considered to be negligible. There have not been any changes in the exposure to risk or the Company's objective, policies, and processes for managing the risk.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

c) Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk. There have not been any changes in the exposures to risk or the Company's objectives, policies, and processes for managing risk.

d) Liquidity risk

Prudent liquidity risk management implies always maintaining sufficient cash, liquid investments and committed credit facilities to meet the Company's commitments as they arise. The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring forecast and actual cash flows. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

As of September 30, 2024, the Company had working capital of \$1,054,901 (December 31, 2023 – \$3,493,589) and anticipates that cash on hand and available working capital will be sufficient to fund all the Company's planned expenditures for the next 12 months.

The Company's potential sources of cash flow in the upcoming year will be, possible equity financings, loans, lease financing and entering into joint venture agreements, or any combination thereof. There have not been any changes in the exposure to risk or the Company's objectives, policies, and processes for managing the risk.

RISKS RELATED TO PROPERTY TITLE

Although the Company has taken steps to verify the title to the properties on which it is conducting its exploration, development and mining activities, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unrestricted prior agreements, unregistered claims, aboriginal land claims and non-compliance with regulatory and environmental requirements. The Company's mining and exploration activities are subject to laws and regulations relating to the environment, which are continually changing, and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to remain in compliance.

CAPITAL RESOURCES

The Company has no recent history of profitable operations. Therefore, it is subject to many risks common to comparable companies, including under-capitalization, cash shortages and

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

limitations with respect to personnel, financial and other resources as well as a lack of adequate revenues.

It may be necessary for the Company to arrange for additional financing to meet its on-going exploration and overhead requirements.

Management believes it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. Although the Company successfully completed a financing during the current period, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favourable.

CAPITAL MANAGEMENT

The Company's capital consists of shareholders' equity in the amount of \$23,965,241 as of September 30, 2024 (December 31, 2023: \$17,259,322). 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. This is done primarily through equity financing, selling assets, and incurring debt. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements. The Company does not currently have adequate sources of capital to complete its exploration plan, current obligations and ultimately the development of its business, and will need to raise adequate capital by obtaining equity financing, selling assets, and incurring debt. The Company may raise additional debt or equity financing in the near future to meet its current obligations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as of September 30, 2024, and as at the date hereof.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

RELATED PARTY TRANSACTIONS

Related party transactions are summarized as follows:

Name and principal position	Year	Remuneration or fees ⁽¹⁾		Included in accounts payable ⁽¹⁾
			Share based compensation ⁽¹⁾	
Mathew Wilson, CEO - management fees ²	2024	\$172,500	\$0	-
	2023	172,500	169,029	-
Dennis Logan, CFO - management fees ²	2024	\$81,000	\$0	-
	2023	81,000	55,499	-
Jeremy Niemi, VP Exploration ^{2,3}	2024	\$135,000	\$0	-
	2023	135,000	41,195	-
Mark Goodman, Director - director fees	2024	\$9,000	\$0	\$9,000
	2023	-	-	-
Richard Patricio, Director - director fees	2024	\$9,000	\$0	-
	2023	18,000	55,499	-
Stephen Kieth, Director - director fees	2024	\$18,000	\$0	-
	2023	18,000	21,538	-

⁽¹⁾ Amounts disclosed were paid or accrued to the related party during the nine months ended September 30, 2024 and 2023.

⁽²⁾ Amounts paid to the individuals indirectly through companies controlled by the related party.

⁽³⁾ Amounts paid have been capitalized to Property rights, exploration and evaluation assets.

These transactions were in the normal course of operations and are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties.

SEGMENTED INFORMATION

The Company operates in a single reportable operating segment – the acquisition, exploration, and development of mineral properties.

As of September 30, 2024, and December 31, 2023, all of the Company's assets were located in Canada.

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

New Accounting Standards Issued and Adopted in the Year

New Standards Adopted in the Current Period

There several new standards adopted by the Company during the nine months ended September 30, 2024, that did not have any impact on the financial statements.

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

RISK FACTORS

Companies operating in the mining industry face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. Following are the risk factors most applicable to the Company:

Exploring and developing mineral resource projects bears a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them, and employs experienced consulting, engineering, insurance, and legal advisors to assist in its risk management reviews.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

There can be no guarantees that the Company will be able to obtain or maintain all the necessary licenses and permits to extract and process minerals, explore, develop, or maintain its continued operations, or that the Company will be able to comply with all the conditions imposed.

The Company files applications in the ordinary course to renew the permits associated with its mining and exploration licenses that it deems necessary and/or advisable for the continued operation of its business. Certain of the Company's permits to operate that are associated with the mining license are currently under application for renewal. There is no guarantee that the Company will be able to renew any or all of the necessary permits in order to continue operating and conducting exploration activities on areas covered by licenses and permits that are not renewed or are revoked.

At present the principal activity of the Company is the exploration and development of resource properties. The feasible development of such properties is highly dependent upon the price of ore commodities. A sustained and substantial decline in these commodity prices could result in the write-down, termination of exploration and development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

**REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND
ANALYSIS**

carefully monitors factors that could affect these commodity prices in order to assess the feasibility of its resource projects.

The success of exploration programs, development programs and other transactions related to mining concessions could have a significant impact on the need for capital. If the Company decides to develop one of its properties, it must ensure that it has access to the required capital. The Company could finance its need for capital by using working capital, by arranging partnerships or other arrangements with other companies, through equity financing, by taking on long-term debt or any combination thereof.

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

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this Management Discussion and Analysis on November 29, 2024.

Respectfully submitted on behalf of the Board of Directors,

“Mathew Wilson”

Mathew Wilson

President & CEO

STERLING METALS CORP.

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

A CAUTIONARY NOTE

This document contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Corporation, its subsidiaries and its projects, the future supply, demand, inventory, production and price of minerals, the estimation of reserves and resources, the realization of reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Corporation and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of resources; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the resource industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.