

SUPERIOR MINING INTERNATIONAL CORPORATION
FORM 51 – 102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the Year Ended July 31, 2024

The following Management’s Discussion and Analysis (“MD&A”) prepared as at November 28, 2024, should be read in conjunction with the audited financial statements for the years ended July 31, 2024 and 2023 and the related notes thereto, which have been prepared in accordance with IFRS Accounting Standards (“IFRS”).

This MD&A contains “forward-looking statements” that are subject to risk factors set out in a cautionary note contained herein. All figures are stated in Canadian dollars unless otherwise indicated.

Additional information related to the Company can be found on SEDAR+ at www.sedarplus.ca and on the Company’s website at www.superiormining.com.

Company Overview

The Company is a Canadian company originally incorporated in the Yukon Territory, but now continued and registered as incorporated in British Columbia. It is listed on the TSX Venture Exchange under the symbol SUI. The Company was engaged in the acquisition and exploration of mineral properties in Canada. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable or not. The recoverability of the amounts shown for mineral properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

The Company’s business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company’s business.

Vieux Comptoir Lithium Property

Pursuant to a mineral property option agreement dated December 1, 2022 and amended January 16, 2023, the Company has been granted the option to acquire up to a 100% interest in the Vieux Comptoir Property in consideration of the following option payments:

- i) \$7,500 in cash within seven days of execution of the option agreement (paid);
- ii) 7,000,000 common shares upon receipt of approval of the TSX Venture Exchange (issued and valued at \$2,590,000). The Company also issued 300,000 common shares valued at \$111,000 as finder’s fee;
- iii) 3,500,000 common shares payable on December 1, 2023 (issued and valued at \$892,500); and
- iv) 3,500,000 common shares payable on June 1, 2024 (issued and valued at \$665,000).

In the event the Company acquires a 100% interest in the property, the Company will be subject to a 3% NSR and the NSR may be reduced to 1.5% upon making a cash payment of \$3,000,000.

Pursuant to a mineral property option agreement dated July 31, 2023, the Company has the option to acquire a 100% interest in 161 new claims which are an extension of the Vieux Comptoir Property in consideration of the following option payments:

- i) \$50,000 in cash on or before August 7, 2023 (not paid, but the optionor agreed to extend the due date to July 31, 2025); and
- ii) 6,000,000 common shares within 5 business days of receipt of approval of the TSX Venture Exchange but no later than August 31, 2023 (issued and valued at \$1,500,000).

The Company will also grant a 2% NSR from commercial production from the Project.

Bald Hill Antimony Property

Subsequent to July 31, 2024, the Company entered into an option agreement to acquire up to a 100% interest in the Bald Hill Antimony Property in consideration of the following option payments:

- i) \$60,000 in cash on signing of the agreement (this is a firm commitment – not paid);
- ii) \$75,000 in cash each on or before August 27, 2025 and August 27, 2026;
- iii) \$150,000 in cash on or before August 27, 2027 and \$320,000 in cash on or before August 27, 2028
- iv) 350,000 common shares upon receipt of approval of the TSX Venture Exchange (this is a firm commitment – issued);
- v) 350,000 common shares on or before August 27, 2025;
- vi) 400,000 common shares each on or before August 27, 2026 and August 27, 2027;
- vii) 500,000 common shares on or before August 27, 2028;
- viii) \$600,000 in exploration and evaluation expenditures on the property on or before August 27, 2025 (this is a firm commitment);
- ix) \$500,000 in exploration and evaluation expenditures on the property on or before August 27, 2026;
- x) \$750,000 in exploration and evaluation expenditures each on the property on or before August 27, 2027 and August 27, 2028 and \$2,000,000 in exploration and evaluation expenditures on the property on or before August 27, 2029.

In the event the Company acquires a 100% interest in the property, the Company will be subject to a 3.5% Gross Metal Royalty on all metals, minerals, elements or compounds produced from the property which may be reduced to 3% upon making a cash payment of \$500,000 adjusted for inflation before commercial production from the property.

Results of Operations for the Year Ended July 31, 2024:

During the year ended July 31, 2024, the Company had a loss and comprehensive loss of \$513,176 (2023 – \$51,951). Significant fluctuations occurred in the following categories:

- a) Marketing, communication and promotion of \$62,377 (2023 – \$81,087) decreased primarily as a result of the Company using less marketing consultants during the current year.
- b) Office & miscellaneous of \$18,597 (2023 – \$3,847) increased primarily due to increased Part XII.6 tax paid during the current year.
- c) Flow through premium recovery of \$78,521 (2023 – \$112,682) due to exploration expenditures incurred against flow-through spending requirements in current year.
- d) Flow through penalties of \$39,953 (2023 – \$Nil) due the Company not being able to meet its flow-through spending requirements in current year.
- e) Regulatory and filing fees of \$52,208 (2023 – \$46,866) increased due to increased share activities in the current year.
- f) Share-based compensation of \$334,200 (2023 – \$Nil) due to options granted during the current year.

Results of Operations for the Three Months Ended July 31, 2024:

During the three months ended July 31, 2024, the Company had a loss and comprehensive loss of \$135,401 (2023 – \$352). Significant fluctuations occurred in the following categories:

- a) Marketing, communication and promotion of \$25,086 (2023 – \$30,913) decreased primarily as a result of the Company using less marketing consultants during the current period.
- b) Flow through penalties of \$39,953 (2023 – \$Nil) due the Company not being able to meet its flow-through spending requirements in current period.
- c) Professional fees of \$24,496 (2023 – \$46,064) decreased due to lower legal fees incurred during the current period.

Summary of Annual Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the financial statements and the overall performance section.

| For the year ended July 31, | 2024 | 2023 | 2022 |
|--|--------------|-------------|--------------|
| Loss and comprehensive loss for the year | \$ (513,176) | \$ (51,951) | \$ (251,257) |
| Basic and diluted loss per share | (0.00) | (0.00) | (0.00) |
| Total assets | 6,419,932 | 3,268,209 | 18,504 |

Loss and comprehensive loss for the year ended July 31, 2024 increased to \$513,176 compared to \$51,951 for the year ended July 31, 2023. The main reason for the increase is due to flow through penalties of \$59,000 and share-based compensation of \$334,200 during the current year.

Loss and comprehensive loss for the year ended July 31, 2023 decreased to \$51,951 compared to \$251,257 for the year ended July 31, 2022. The main reason for the decrease is due to management and director fees of \$112,269 during the prior year.

Loss and comprehensive loss for the year ended July 31, 2022 decreased to \$251,257 compared to \$601,750 for the year ended July 31, 2021. The main reason for the decrease is due to loss on debt settlement of \$253,648 and write-off of property of \$111,980 during the prior year.

Fourth Quarter

There were no significant transactions during the quarter ended July 31, 2024.

Summary of Quarterly Results

| | July 31, 2024 | April 30, 2024 | January 31, 2024 | October 31, 2023 |
|----------------------------------|------------------|-------------------|---------------------|---------------------|
| Total assets | \$ 6,419,932 | \$ 5,757,764 | \$ 5,798,495 | \$ 3,464,564 |
| Working capital (deficit) | (725,087) | (608,733) | (544,091) | (498,736) |
| Deficiency | (25,570,961) | (25,778,758) | (25,714,116) | (25,668,761) |
| Loss and comprehensive loss | (116,354) | (64,642) | (45,355) | (286,825) |
| Basic and diluted loss per share | (0.00) | (0.00) | (0.00) | (0.00) |

| | July 31, 2023 | April 30, 2023 | January 31, 2023 | October 31, 2022 |
|---|------------------|-------------------|---------------------|---------------------|
| Total assets | \$ 3,268,309 | \$ 3,238,101 | \$ 632,715 | \$ 18,507 |
| Working capital (deficit) | (302,426) | (203,541) | 44,917 | (260,439) |
| Deficiency | (25,381,936) | (25,381,584) | (25,408,126) | (25,347,882) |
| Income (loss) and comprehensive income (loss) | (352) | 26,542 | (60,244) | (17,897) |
| Basic and diluted income (loss) per share | (0.00) | 0.00 | (0.00) | (0.00) |

During the quarter ended July 31, 2024, loss and comprehensive loss increased to \$116,354 compared to a loss of \$64,642 for the quarter ended April 30, 2024. The increase was primarily due to flow through penalties of \$59,000 during the current quarter.

During the quarter ended April 30, 2024, loss and comprehensive loss increased to \$64,642 compared to a loss of \$45,355 for the quarter ended January 31, 2024. The increase was primarily due to professional fees of \$32,866 during the current quarter.

During the quarter ended January 31, 2024, loss and comprehensive loss decreased to \$45,355 compared to a loss of \$286,825 for the quarter ended October 31, 2023. The decrease was primarily due to share-based compensation of \$334,200 during the comparative quarter.

During the quarter ended October 31, 2023, loss and comprehensive loss increased to \$286,825 compared to a loss of \$352 for the quarter ended July 31, 2023. The increase was primarily due to share-based compensation of \$334,200 during the current quarter.

During the quarter ended July 31, 2023, loss and comprehensive loss increased to \$352 compared to an income of \$26,542 for the quarter ended April 30, 2023. The increase was due to higher marketing and timing of professional fees, which was offset by recovery of flow-through premium during the current quarter.

During the quarter ended April 30, 2023, income and comprehensive income increased to \$26,542 compared to a loss of \$60,244 for the quarter ended January 31, 2023. The increase was due to write-off of accounts payable and advances from directors of \$47,818 during the current quarter.

During the quarter ended January 31, 2023, loss and comprehensive loss increased to \$60,244 compared to a loss of \$17,897 for the quarter ended October 31, 2022. The increase was due to higher marketing, communication and promotion to increase market awareness during the current quarter.

During the quarter ended October 31, 2022, loss and comprehensive loss decreased to \$17,897 compared to a loss of \$39,307 for the quarter ended July 31, 2022. The decrease was due to lower activities during the current quarter.

Liquidity and Capital Resources

The Company's cash position as at July 31, 2024 was \$5,538 (2023 – \$127,154).

During the period from August 1, 2023 to November 28, 2024, the Company:

- i) granted 1,000,000 stock options to directors, officers, and consultants. The options are exercisable at \$0.44 until August 24, 2028. The options were valued using the Black-Scholes option pricing model resulting in share-based compensation of \$334,200. The options were fully vested on the grant date.
- ii) issued 7,000,000 common shares pursuant to the acquisition of the Vieux Comptoir Property.
- iii) issued 6,000,000 common shares pursuant to the acquisition of the Vieux Comptoir Property.
- iv) issued 100,000 common shares pursuant to options exercised for total proceed of \$21,000.
- v) granted 2,500,000 stock options to directors, officers, and consultants. The options are exercisable at \$0.21 until August 27, 2029. The options were fully vested on the grant date.
- vi) issued 350,000 common shares pursuant to the acquisition of the Bald Hill Antimony Property.

Net cash used in operating activities for the year ended July 31, 2024 was \$90,090 compared to \$202,829 during the comparative year. The cash utilized by operating activities for the year consists primarily of the operating expenses and changes in non-cash working capital.

Net cash used in investing activities for the year ended July 31, 2024 was \$55,244 compared to \$295,200 during the comparative year. The cash utilized by investing activities for the year consists primarily of exploration and evaluation expenditures.

Net cash provided by financing activities for the year ended July 31, 2024 was \$23,718 compared to \$617,193 during the comparative year. The cash provided by financing activities for the year consists primarily of advance from directors.

Related Party Transactions

Amounts paid or accrued to related parties are as follows:

| | | For the Year Ended July 31, 2024 | For the Year Ended July 31, 2023 |
|----------------------------|--------------------------|---|---|
| Related Parties: | | | |
| A company owned by the CFO | Professional fees | \$ 44,700 | \$ 40,700 |
| CFO | Share-based compensation | 33,420 | - |
| CEO | Share-based compensation | 33,420 | - |
| Directors | Share-based compensation | 66,840 | - |
| | | <u>\$ 178,380</u> | <u>\$ 40,700</u> |

The amounts due to the related parties included in accounts payables and accrued liabilities are as follows:

| | July 31, 2024 | July 31, 2023 |
|-----------------------------------|------------------|------------------|
| Due to the CEO | \$ 556 | \$ - |
| Due to a company owned by the CFO | \$ 50,000 | \$ 20,000 |

The amounts due from the related parties included in receivable and prepaids are as follows:

| | July 31, 2024 | July 31, 2023 |
|---------------------------------------|------------------|------------------|
| A company related by common directors | \$ 9,956 | \$ - |
| A director | \$ - | \$ 9,400 |

At July 31, 2024, the amount advanced from CFO was \$79,845 (2023 – \$56,127).

The amounts due to related parties and the amount advanced from directors are unsecured, with no repayment terms, and without interest.

Other related party transactions

During the year ended July 31, 2023, the Company wrote off \$47,818 of accounts payable and advances from directors.

Capital Management

The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern. In the management of capital, the Company monitors its adjusted capital which comprises all components of equity (i.e. capital stock, reserves, and deficit).

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements. The Company's policy remains unchanged from the prior period.

Financial Instruments

The Company's financial instruments consist of cash, receivable from a related party, accounts payable and accrued liabilities, and advances from directors. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

The Company's risk exposures and the impact on the Company's financial instruments are summarized in Note 9 to the Company's financial statements.

Risks and Uncertainties

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The Company manages risks to minimize potential losses. The main objective of the Company's risk management process is to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. The additional risks to which the Company is exposed are described below.

The Company's operations and results are subject to a number of different risks at any given time. These factors, include, but are not limited to, disclosure regarding exploration, additional financing, project delay, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulations risks.

The key determinants as to the Company's operational outcomes are as follows:

- a) the state of capital markets, which will affect the ability of the Company to finance further mineral property acquisitions and expand its contemplated exploration programs;
- b) the prevailing market prices for base metals and precious metals; and
- c) the ability of the Company to identify and successfully acquire additional properties in which the Company may acquire an interest whether by option, joint venture or otherwise, in addition to or as an alternative to the property.

Exploration and Mining Risks: Exploration for mineral resources involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The Company has limited financial resources and, as pointed out above, has no current source of recurring income with which to cushion financial setbacks. In future there is no assurance that the Company will produce revenue, operate profitably or provide a return on investment. The Company seeks to counter this risk as far as possible by selecting exploration areas on the basis of their recognized geological potential to host economic deposits. The focus of the Company is on areas in which the geological setting is well understood by management.

Metal Price Risk: Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The price of gold is affected by numerous factors beyond the control of the Company and can be extremely volatile. The price of this metal greatly affects the value of the Company.

Financial Markets: The Company is dependent on the equity markets as its sole source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

Permits and Licenses: The Company's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Industry: The Company is engaged in the acquisition and exploration of resource properties, an inherently risky business, and there is no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of commercially mineable deposits.

Capital Needs: The exploration of the Company's future properties will require additional financing. The only current source of future funds available to the Company is the sale of additional equity capital. There is no assurance that such funding will be available to the Company or that it will be obtained on terms favorable to the Company or will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration activities on the Company's future properties or even a loss of a property interest.

Material Accounting Policies

Reference should be made to the Company's material accounting policies contained in Note 3 of the Company's audited financial statements. These accounting policies can have a significant impact of the financial performance and financial position of the Company.

Going Concern

The financial statements are prepared in accordance with IFRS on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern.

The Company does not generate sufficient cash flow from operations to adequately fund its future exploration activities and has relied principally upon issuance of securities and loans from related parties to fund its exploration and administrative expenditures. The Company may also seek to option out its properties in order to generate cash flows. These conditions raise substantial doubt regarding the Company's ability to continue as a going concern.

The Company will require additional capital to fund its future property acquisitions and exploration programs as well as for administrative purposes. If the management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these financial statements.

The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Outstanding Share Data

As at the date of this MD&A, the Company has:

Common shares: 78,373,048

Options:

| NUMBER OF OPTIONS OUTSTANDING | NUMBER OF OPTIONS EXERCISABLE | EXERCISE PRICE | EXPIRY DATES |
|--|--|---------------------------|-------------------------|
| 4,394,132 | 4,394,132 | \$ 0.29 | May 15, 2025 |
| 800,000 | 800,000 | \$ 0.44 | August 24, 2028 |
| 2,400,000 | 2,400,000 | \$ 0.21 | August 27, 2029 |
| 7,594,132 | 7,594,132 | | |

Fully diluted: 85,967,180

Off-Balance Sheet Arrangements

The Company currently has no off-balance sheet arrangements.

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements made and information contained herein is “forward-looking information” within the meaning of the British Columbia Securities Act. These statements relate to future events or the Company’s future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “propose”, “possible”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company’s ability to raise capital, expenditures to be made by the Company on its properties and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving exploration permits;
- the impact of increasing competition;
- unpredictable changes to the market prices for minerals;
- exploration and developments costs for its properties;
- availability of additional financing and opportunities for acquisitions or joint-venture partners;
- anticipated results of exploration and development activities; and
- the Company’s ability to obtain additional financing on satisfactory terms.

The Company’s actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and in the Company’s Management’s Proxy Circular which can be found on the SEDAR+ website (www.sedarplus.ca): volatility in the market price for minerals; uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral exploration and operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions.

Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.