

LODESTAR METALS CORP.

Management's Discussion & Analysis For the three and nine months ended September 30, 2025 and 2024

The following management's discussion and analysis ("MD&A"), prepared as of November 24, 2025, is a review of operations, current financial position and outlook for Lodestar Metals Corp ("Lodestar" or the "Company"). Additional information relevant to the Company's activities can be found on SEDAR+ at www.sedarplus.ca/.

This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2025 (the "Q3 Interim Financial Statements") and the audited consolidated financial statements for the year ended December 31, 2024 and 2023, and the notes thereto. Amounts are reported in Canadian dollars, unless otherwise specified.

FORWARD-LOOKING STATEMENTS

Certain statements contained in the following MD&A constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

COMPANY DESCRIPTION AND RECENT HIGHLIGHTS

Lodestar Metals Corp. ("Lodestar" or the "Company"), formerly Lodestar Battery Metals Corp., is a junior exploration company incorporated under the Business Corporations Act (Ontario) on July 15, 2013. The Company was continued under the British Columbia Business Corporations Act on March 21, 2019. Following its qualifying transaction on March 2, 2021, the Company changed its name to Silverton Metals Corp., and subsequently to Lodestar Metals Corp. effective July 31, 2024. Lodestar trades on the TSX Venture Exchange under the symbol 'LSTR' and on the OTC Markets under the symbol 'SVTNF.'. The head office of the Company is located at 704 - 595 Howe Street Vancouver, BC V6C 2T5.

HIGHLIGHTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025

During the quarter, the Company settled the deferred cash consideration of \$1,250,000 (see Note 5 to the unaudited condensed interim consolidated financial statements for the period ended September 30, 2025) through the issuance of 1,500,000 common shares and a \$50,000 cash payment.

The Company entered into a property option agreement (the "Option Agreement") to acquire a 100% interest in the Gold Run Property, located in Humboldt County, Nevada, subject to an existing royalty.

The Company entered into an exclusivity agreement with a group of arm's-length vendors to negotiate the terms of an agreement to option silver-focused unpatented mineral claims in West Eureka, Nevada.

The Company completed work programs on its Gold Run Project (see details below).

The Company completed a private placement, raising gross proceeds of \$1,359,130 (see full details in note 10 of the Q3 Interim Financial Statements).

On October 20, 2025, the Company consolidated its issued and outstanding common shares on the basis of one post-consolidated common share for every two pre-consolidated common shares (the "Consolidation"). All share and per share amounts in this MD&A have been retroactively adjusted to reflect the Consolidation.

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EXPLORATION PROPERTIES

Gold Run Property

On June 25, 2025, the Company closed an Option Agreement (entered into on May 6, 2025) with arm's-length parties William Matlack and Don McDowell (the "Optionors") to acquire a 100% interest in the Gold Run Property, located in Humboldt County, Nevada, subject to an existing royalty.

The Gold Run Property comprises 75 unpatented mining claims, which total approximately 516 hectares, located in Humboldt County, Nevada, United States. The property consists of two non-contiguous claim blocks.

Situated within the renowned Getchell Gold Trend and near its intersection with the Battle Mountain-Eureka Trend, Gold Run is in a district with a long history of mining and exploration activity dating back to the 1860s. Since the 1960s, 15 different operators have completed 131 drill holes (totaling 17,823 metres / 58,476 feet), alongside the collection of 454 soil samples and 827 rock samples.

Notably, a 2008 diamond drilling program by Golden Predator Mining Corp. returned strong gold assay results, which have been reviewed and validated by the current operator using original assay certificates from ALS Chemex. Highlights include:

- **Hole GPA004¹** – 120 ft. – 125 ft. @ 11.2 g/t Au, 20 g/t Ag
- **Hole GPA011¹** – 180 ft. – 190 ft. @ 6.1 g/t Au, 12 g/t Ag
- **Hole GPA027²** – 80 ft.-110 ft @ 27.41 g/t, 83 g/t Ag
 - including 80 ft. – 95 ft. @53.31 g/t Au, 143 g/t Ag

Exploration efforts will focus on identifying epithermal-style gold mineralization, with additional potential for Carlin-type mineralization given the property's strategic location. There is also potential for skarn or porphyry-style systems associated with nearby intrusive bodies.

Work done on the project during the quarter

During the reporting period, Lodestar advanced its Gold Run Project through a multi-pronged exploration program aimed at refining high-priority targets and preparing for future drilling. Key activities include:

1.Target Identification and Geophysical Re-interpretation

- The Company integrated historical deep-dipole induced polarization (DDIP) geophysical data, which identified five undrilled, high-priority chargeability anomalies (labelled T1 through T5) across two main prospect areas (Gomes and Independence).
- At the Gomes area, two anomalies are located roughly 140 m apart, linked with previous drilling: e.g., drillhole GAD-4 intersected 13.7 m at 1.3 g/t Au (including 1.5m at 5.1 g/t Au) plus 19.8 m at 26 g/t Ag (including 3m at >100 g/t Ag; 1.2 g/t Au).
- At the Independence trend, three anomalies were identified over a ~650 m strike length with historic drilling such as HH-22 (10.7 m at 55 ppm Ag and 0.36 g/t Au from 47.2 m, including 1.5 m at 218 g/t Ag and 1.2 g/t Au) and UC-01 (15.5 m at 38 g/t Ag and 0.35 g/t Au from 18 m).
- The identification of these anomalies, supported by high-grade silver surface results (up to 3,307 g/t Ag and 2.4 g/t Au in 2024 rock sampling) and strong chargeability responses, underpins the scale potential of the project.

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2. Soil Geochemistry Survey

- A 395-sample soil survey was completed in the southern half of the claim block (on a 100 × 100 m grid, with tighter 50 × 50 m spacing in known mineralized zones).
- Samples were submitted to ALS for fine-fraction sieving and low-level gold plus multi-element analysis via aqua-regia digest.
- The survey is designed to enhance target definition and support deposit-style interpretation (including CRD, Carlin-style, epithermal and intrusive-related systems).
- Preliminary analyses (reviewing Au, Ag, and Hg) confirmed and identified the 3 main priority targets of interest: Robbers Trend, Gomes Trend, and Independence Trend.

3. Magnetic & LiDAR Surveys

- The Company commissioned a high-resolution ground magnetic survey over the entire property (lines spaced 25 m) scheduled for September, to better define structural controls and link them to geochemical and geophysical data.
- In parallel, the Company processed LiDAR (digital elevation model) data to assist structural mapping; the LiDAR features show a strong correlation with historical structural interpretation (by Cambior in 1997).

4. Next Steps / Drill-Ready Preparation

- With geophysical re-interpretation, soil survey results in hand, and structural frameworks refined by magnetics and LiDAR, Lodestar is now positioned to refine and prioritise drill targets within the five newly defined anomalies.
- The Company emphasises that the high-grade silver and gold intersections from historical drilling and surface sampling provide a solid basis for drill targeting, although these results remain historic and require validation under NI 43-101 standards.

Below is a summary of the three priority zones of interest:

- **Robbers Trend:**
A northwest-trending, one-kilometre-long gold-mercury soil anomaly extending from the Robbers Knob prospect. Peak gold values reached 100 ppb Au. The association of gold and mercury with low silver concentrations is consistent with Carlin-type gold systems. Historical drilling at Robbers Knob intersected 18.3 metres grading 4.3 g/t gold.
- **Gomes Trend:**
A north-trending, one-kilometre-long gold-silver-mercury anomaly with peak soil values of 223 ppb gold and 7.8 g/t silver. The anomaly is centred on the Gomes Prospect, where historical drilling returned 13.7 metres of 1.3 g/t gold, and extends south toward the Crown North Prospect (27.4 metres of 9.7 g/t gold near the Crown open pit). The metal association and mineralization style are characteristic of low-sulphidation epithermal systems. Historical DDIP surveys have identified strong chargeability anomalies, with two drill-ready targets previously defined.
- **Independence Trend:**
A north-trending, one-kilometre-long gold-silver-mercury anomaly with peak soil values of 298 ppb gold and 33 g/t silver. Historical drilling at the Independence area intersected 10.7 metres grading 55.0 g/t silver and 0.36 g/t gold. Recent rock sampling has returned up to 3,307 g/t silver and 2.7 g/t gold in brecciated gossanous material. The geochemical signature suggests either epithermal or intrusion-related mineralization. Historical DDIP surveys have defined three drill-ready targets in this area.

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Summary of significance

The Company's current-period work at Gold Run has materially advanced the project from historical data compilation into actionable exploration by: (i) identifying multiple undrilled chargeability anomalies of scale; (ii) deploying a systematic soil geochemistry program to vector in on mineralisation; (iii) upgrading structural interpretation via magnetic and LiDAR tools; and (iv) advancing toward drill-ready status. The integration of multiple datasets and targeting of both gold and high-grade silver offers an enhanced probability of discovery and project value uplift.

The soil data provide coherent and well-defined anomalies that improve the understanding of the property's geological setting and highlight several high-priority target areas. Integration of the geochemical data with recently acquired drone magnetic data is underway, which may refine existing targets and identify additional areas of interest for future exploration programs.

Ty Magee, P. Geo., a Qualified Person, as defined by NI 43-101, and a consultant to the Company, has reviewed and approved the scientific and technical information contained in this discussion.

Terms of the Transaction

Under the terms of the Option Agreement, the Company has an option to acquire a 100% interest in the Gold Run Property by making cash payments totalling US \$450,000 to the Optionor as follows: (i) US \$50,000 on the date of TSX Venture Exchange Acceptance; (ii) US \$50,000 on the first anniversary of the Option Agreement; (iii) US \$50,000 on the second anniversary of the Option Agreement, (iv) US \$75,000 on the third anniversary of the Option Agreement; (v) US \$75,000 on the fourth anniversary of the Option Agreement; (vi) US \$75,000 on the fifth anniversary of the Option Agreement; and (vii) US \$75,000 on the ninth anniversary of the Option Agreement. The Company has agreed to reimburse the Optionor for certain annual filing fees paid by them in the amount of US \$17,500.

The Company has agreed to make certain milestone payments to the Optionor as follows: (i) US \$500,000 within ninety days of completion of a preliminary economic assessment on the Gold Run Property, US \$1,000,000 within ninety days of completion of a pre-feasibility study on the Gold Run Property; and (iii) US \$1,000,000 with the earlier of ninety days of completion of a feasibility study and the Company obtaining sufficient financing to construct a mine on the Gold Run Property.

The Company has also agreed to grant a 2% net smelter return royalty on all minerals mined, produced or otherwise recovered from the Gold Run Property (the "NSR"), subject to a buyback of one-quarter of the NSR for US \$750,000, in favour of the Optionor.

The Gold Run Property is subject to the terms of a mineral lease agreement with the Gomes Family Trust (the "Gomes Agreement"). Under the terms of the Gomes Agreement, an annual advance royalty payment of US \$25,000 is payable to the Gomes Family Trust. The Gomes Family Trust also retain a 2% net smelter return royalty on certain claims of the Gold Run Property and a 1.5% net smelter return royalty on other claims of the Gold Run Property. The total royalties payable, including any advance royalty payments, under the Gomes Agreement is limited to US \$4,000,000.

The Optionor is arm's length to the Company. There was no finder's fee payable under the transaction.

Eureka Property

The West Eureka Project consists of an initial 20 unpatented lode claims located within the prolific Battle Mountain - Eureka Trend. The West Eureka Project is relatively unexplored; grab samples previously taken by the vendors include: up to 378 g/t silver, 1.1% copper at Silver King prospect; up to 277 g/t silver, 2.7% copper at Angel prospect; and up to 254 g/t silver, 0.4 g/t gold and 7.7% lead at Jag prospect.

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Company personnel recently visited the Eureka West Project to assess its geology and mineralization. While due diligence on the property is ongoing, several historical shafts have exposed two primary mineralization types: carbonate replacement at the Jag prospect; and fault breccias at the Angel prospect. Additionally, the field team is also assessing a property of 65 unpatented lode claims in the highly-prospective Austin Silver District, Nevada's second largest historical silver producer after the Comstock Lode. Evaluation on this property is still ongoing.

In consideration of a one-time fee of US \$7,500, Lodestar has the exclusive right to settle the terms of a definitive agreement with the vendors on the Eureka West Project until November 15, 2025.

Peny Property

On August 31, 2022, the Company completed the acquisition of a lithium focused property, being the Peny Property, from WOL by acquiring all of the issued and outstanding shares of WOL, which holds a 100% interest in the Peny Property.

The Peny Property is located approximately 25 kilometres north-east of the town of Snow-Lake, Manitoba. The property is prospective for Lithium Pegmatite and Volcanic Massive Sulphide style mineralization which is known to occur in the local area. The property encompasses rocks belonging to Churchill Province and comprises of meta volcanoclastic and metasedimentary rocks. In 2022, the Company acquired a total of 15 mineral claims totaling 3,204 ha in the Snow Lake district in Manitoba, Canada. During the year ended December 31, 2023, the Company staked 32 additional claims in the Snow Lake district in Manitoba, totaling 7,862 ha, thereby expanding the Peny claims package to a total of 47 claims for 11,066 ha.

There were no expenditures on the project during the nine months ended September 30, 2025.

SUMMARY OF QUARTERLY RESULTS (in accordance with IFRS)

A summary of the Company's quarterly results for the 8 most recent quarters is as follows:

Three Months Ended:	Sept 30, 2025	June 30, 2025	Mar 31, 2025	Dec 31, 2024
Total revenue	\$Nil	\$Nil	\$Nil	\$Nil
Net income (loss)	\$(299,281)	\$1,065,343	(\$69,866)	(\$120,775)
Net income (loss) per share (basic and diluted)	\$(0.01)	\$0.04	\$(0.00)	\$(0.00)

Three Months Ended:	Sept 30, 2024	Jun 30, 2024	Mar 31, 2024	Dec 31, 2023
Total revenue	\$Nil	\$Nil	\$Nil	\$Nil
Net loss	(\$192,962)	(\$180,836)	(\$105,842)	(\$3,619,542)
Net loss per share (basic and diluted)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.16)

¹ Due to rounding, the sum of the quarterly net loss per share amounts may not equal the annual net loss per share amount.

The net income in the quarter ended September 30, 2025, is the result of a gain on settlement of the Deferred Purchase Consideration of \$1,140,000. The net loss during the quarter ended December 31, 2023 was higher than previous quarters due to impairment loss of \$3,359,097 recognized on the Company's Mexican properties.

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RESULTS OF OPERATIONS

Three months and nine months ended September 30, 2025, compared to the same period in 2024

	Three months ended September 30		Nine months ended September 30,	
	2025 \$	2024 \$	2025 \$	2024 \$
General and administrative expenses				
Accounting and audit	12,000	16,567	23,566	52,936
Bank charges and interest	212	290	506	681
Exploration research and investigation	-	20,461	2,916	24,433
Filing and listing fees	2,264	12,050	17,943	38,692
Insurance	3,712	3,713	11,137	16,347
Investor relations and marketing	48,233	7,822	59,758	69,094
Legal and professional fees	7,142	20,003	28,671	37,308
Management, consulting and advisory fees	47,799	68,882	107,799	186,112
Office and miscellaneous	19,444	41,781	41,345	63,564
Rent	-	-	-	3,748
Share-based payments	158,015	8,490	158,015	25,471
Transfer agent fees	-	-	170	550
Loss before other items	(298,821)	(200,059)	(451,826)	(518,936)
Other income (expenses)				
Interest income	2,187	10,217	12,050	36,901
Foreign exchange gain	(2,647)	(3,120)	(4,028)	3,439
Allowance for doubtful collection	-	-	-	(1,044)
Gain on settlement of debt	-	-	1,140,000	-
Net income (loss) for the period	(299,281)	(192,962)	696,196	(479,640)

For the three and nine months ended September 30, 2025, the Company reported net (loss)income of \$(299,281) and \$696,196, respectively, compared to net losses of \$192,962 and \$479,640 for the same periods in 2024. The improvement is primarily attributable to a non-recurring gain on the settlement of debt, as well as a reduction in general and administrative expenses across several categories.

General and Administrative Expenses

General and administrative expenses totaled \$298,821 for the three months ended September 30, 2025, compared to \$200,059 in the prior year quarter. For the nine months ended September 30, 2025, total expenses were \$451,826 versus \$518,936 in 2024. The primary driver of higher expenses in Q3, was share-based compensation of \$158,015 for the three and nine months ended September 30, 2025, a non-cash expense reflecting the fair value of options vested during the quarter. Other key variances include:

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- Accounting and audit costs declined due to a reduction in accounting and administrative support services.
- Filing and listing fees decreased, as the prior year included additional costs related to the Company's OTC market filings and flow-through share transaction filing fees.
- Investor relations and marketing expenses decreased for the nine-month period but increased during the third quarter due to a targeted marketing campaign.
- Management, consulting, and advisory fees were reduced, reflecting lower compensation levels for directors and officers.
- Share-based payments expense was \$158,015 in 2025, compared to \$16,981 in 2024, as the Company granted options to directors, officers and consultants during the current quarter.
- Other categories such as insurance, rent, and office and miscellaneous also saw reductions as part of the Company's continued cost management efforts.

Other Income and Expenses

- Interest income decreased, reflecting lower average cash balances available for investment.
- Small foreign exchange loss was recognized in 2025, related to payments to vendors in foreign currencies.
- The Company recognized a gain on settlement of debt of \$1,140,000 in 2025 related to the settlement of \$1,250,000 of deferred cash consideration (from a prior property acquisition) through the issuance of 1,500,000 common shares valued at \$60,000 and a \$50,000 cash payment (which was significantly lower than the \$1,250,000 carrying amount of the Deferred Purchase Consideration).

Overall, the Company's net positive result for the period reflects its continued cost control efforts and the one-time gain from debt settlement, offsetting reduced interest income and ongoing exploration and administrative activities.

FINANCING ACTIVITIES

The Company did not undertake any financing activities during the nine months ended September 30, 2025.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2025, the Company had cash of \$258,395, compared to \$867,883 as at December 31, 2024. The net decrease in cash of \$609,488 during the nine-month period was primarily the result of cash used in operating activities of \$329,232 (2024 – \$425,745). In the prior year period, cash outflows were partially offset by government assistance received for exploration activities in the amount of \$61,856.

As at September 30, 2025, the Company had total current liabilities of \$104,953, consisting solely of accounts payable and accrued liabilities. This represents a reduction from \$1,338,409 at December 31, 2024, which included \$88,409 in accounts payable and \$1,250,000 in deferred purchase consideration related to a previous property acquisition. As previously disclosed, the deferred purchase consideration was fully settled during the current quarter through a combination of cash and common share issuance.

The Company's working capital position improved to \$196,815 as at September 30, 2025. The Company has not pledged any of its assets as security and is not subject to any debt covenants.

The Company believes its current working capital is sufficient to meet short-term corporate and administrative obligations. However, the Company will require additional capital to fund future exploration programs and project development activities. Historically, the Company has relied on equity financings to fund its operations and anticipates it will continue to do so. There is no assurance that such financing will be available in the future on acceptable terms, if at all.

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Subsequent to the quarter-end, the Company completed a private placement financing for gross proceeds of \$1,359,130. See 'Subsequent Events' and Note 10 of the Q3 Interim Financial Statements.

RELATED PARTY TRANSACTIONS

Key management comprises the directors, officers and consulting geologist of the Company. Compensation paid or accrued to key management or companies controlled by key management personnel during the three and nine months ended September 30, 2025 and 2024 are as follows:

	Three months ended September 30		Nine months ended September 30	
	2025	2024	2025	2024
	\$	\$	\$	\$
Professional fees (i)	9,000	8,000	27,000	22,669
Management, consulting and advisory (ii)	48,741	37,665	108,741	144,895
Share-based payments	-	-	-	16,981
	57,741	45,665	135,741	184,545

- (i) For the three and nine months ended September 30, 2025, professional fees included amounts charged by CFO Advantage Inc., a company controlled by the current Chief Financial Officer ("CFO"). These amounts are included in accounting and audit expenses in the consolidated statements of loss and comprehensive loss. As at September 30, 2025, \$3,565 (December 31, 2024 - \$nil) was owed to CFO Advantage Inc., and included in accounts payable and accrued liabilities.

For the three and nine months ended September 30, 2024, professional fees included amounts charged by Malaspina Consultants Inc., a company controlled by the former CFO, for CFO services. These amounts are also included in accounting and audit expense.

- (ii) For the three and nine months ended September 30, 2025, Management, consulting and advisory charges included \$30,000 and \$90,000, respectively, charged by the Chief Executive Officer for management services. In 2024, fees were paid to Integrity Capital Group, a company in which the Chief Executive Officer ("CEO") and a former director of the Company are directors, for the provision of CEO and management services, as well as fees charged by a company controlled by a director of the Company for technical consulting services. Until June 28, 2024, Scott Margach, a former director, served as the Executive Vice President of the Company and charged fees, in conjunction the CEO, through Integrity Capital Group, for management services to the Company. As at September 30, 2025, \$29,144 (December 31, 2024 - \$10,000) was owed to the CEO and included in accounts payable and accrued liabilities.

For the three and nine months ended September 30, 2025, Management, consulting and advisory charges included \$18,741 and \$18,741, respectively, charged by a corporation owned by a director of the Company, for geological consulting and director fees.

All transactions with related parties have occurred in the normal course of operations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

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FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable and accrued liabilities; the fair values of which, approximates their carrying values due to the short-term nature of these instruments.

Liquidity risk

Liquidity risk is the risk that the Company will have difficulties in paying its financial liabilities. The Company manages this risk by ensuring it has sufficient cash on hand to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. Accounts payable are due under normal commercial terms, typically within 30 days. As at September 30, 2025, the Company had cash of \$258,395 (December 31, 2024 - \$867,883) to settle liabilities of \$104,953 (December 31, 2024 - \$1,338,409) due within 12 months. Certain conditions cast significant doubt on the Company's ability to meet its financial obligations. Refer to Note 1 for more information regarding the Company's liquidity risk.

Foreign currency risk

The Company conducts its business in Canada. At times, the Company may have exploration expenditures, and or funding provided by the Company, in US dollars. Accordingly, the Company's cash profile and exploration expenditures could be exposed to changes in the Canadian dollar/US dollar exchange rates. The Company is exposed to currency exchange rate risks to the extent of its activities in currencies which are not the functional currency of the economic environment in which the Company or its subsidiaries operate. Based on this exposure as at September 30, 2025, a 5% change in exchange rates could give rise to a change in the net loss by approximately \$2,000 (December 31, 2024 - \$6,589). The Company does not employ the use of any hedging or other derivative instruments in the management of its foreign currency risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash balances are not held in investment accounts; therefore, is not exposed to the risk from interest rate fluctuations. The Company is not exposed to significant interest rate risk.

Credit risk

Credit risk is the risk one party to a financial instrument will cause a financial loss for the party by failing to pay for its obligations. The Company is subject to credit risk with respect to its cash balances. The Company mitigates credit risk by depositing cash with a Canadian Schedule I chartered bank and other depository insured Canadian financial institutions as well as monitoring those institutions' credit ratings.

Price risk

The Company is not exposed to significant price risk.

OUTSTANDING SHARE DATA

Authorized

The Company is authorized to issue an unlimited number of common shares.

The table below summarizes the Company's issued and outstanding common shares, and stock options and warrants that are convertible into common shares as of the date of this MD&A: (The below share count reflects the subsequent private placement completed after September 30, 2025 and is presented on a post-consolidation basis.)

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Issued and outstanding common shares	41,989,985
Share options with a weighted average exercise price of \$0.10 - \$0.32	2,891,825
Share purchase warrants with a weighted average exercise price of \$0.12 - \$0.30	10,285,390
Fully diluted	55,167,200

RISKS AND UNCERTAINTIES

As a result of completing its Qualifying Transaction the Company has now become an exploration stage company and faces risks and uncertainties similar to other companies in the exploration sector. Accordingly, the Company is engaged in the exploration, development and exploitation of mineral resources for base metals and precious metals. Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. The properties of the Company are without a known body of commercial ore. The exploration programs undertaken and proposed constitute an exploratory search and there is no assurance that the Company will be successful in its search. The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or in respect of which it has a right to earn an interest, the Company cannot give any assurance that title to such properties will not be challenged or impugned. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects or governmental actions. The Company can never be certain that it or its option partners will have valid title to its mineral properties. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under law are often complex. The Company does not carry title insurance on its properties. A successful claim that the Company or its option partner does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property. The occurrence of any such event could have a material adverse effect on the Company and its prospects.

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

Development and exploration activities depend on adequate infrastructure, including reliable roads, power sources and water supply. The Company's inability to secure adequate water and power resources, as well as other events outside of its control, such as unusual weather, sabotage, government or other interference in the maintenance or provision of such infrastructure, could adversely affect the Company's operations and financial condition.

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Other operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks. The Company is not insured against risks, nor are all risks insurable.

The Company has experienced losses in operations in prior years and has an accumulated deficit position. The Company expects to incur losses for the foreseeable future. The Company has not paid any dividends in the past, nor does it expect to do so in the foreseeable future. The continuation of the Company's operations is subject to its ability to continue to be able to raise funding to support its operations. While the Company has been successful to date in raising funding there is no guarantee that it will continue to do so in the future.

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

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

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

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

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

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

The economic uncertainties around persistent inflation pressure, geopolitical and other global factors have the potential to slow growth in the global economy. Future developments in these challenging areas could impact on the Company's results and financial condition and the full extent of that impact remains unknown. However, as at the date of this MD&A, the Company has not been significantly impacted by these matters.

DISCLOSURE CONTROLS AND PROCEDURES

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

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR+ at www.sedarplus.ca/.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.ca/.

Ty Magee, P. Geo., is the Company's Qualified Person and he has approved of the written disclosure of scientific and technical information contained herein.