LUCARA DIAMOND CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2024

Management's discussion and analysis ("MD&A") focuses on significant factors that have affected Lucara Diamond Corp. ("Lucara" or the "Company") and its subsidiaries performance and such factors that may affect its future performance. To better understand the MD&A, it should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company for the period ended September 30, 2024, which are prepared in accordance with International Financial Reporting Standards ("IFRS") Accounting Standards applicable to the preparation of interim financial statements, under International Accounting Standard 34, Interim Financial Reporting. All amounts are expressed in U.S. dollars unless otherwise indicated.

Disclosure of a related to mineral resources in the MD&A was prepared under the supervision of Dr. Lauren Freeman (Ph.D., Pr. Sci Nat), Lucara's Vice-President, Mineral Resources, and a Qualified Person, as that term is defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101").

Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein and, on the Company's, Annual Information Form ("AIF"). The AIF along with additional information about the Company and its business activities is available on SEDAR+ at www.sedarplus.ca.

The effective date of this MD&A is November 13, 2024.

ABOUT LUCARA

Lucara is a leading independent producer of large exceptional quality Type IIa diamonds from its 100% owned Karowe Diamond Mine in Botswana ("Karowe"). Karowe has been in production since 2012 and is the focus of the Company's operations and development activities. Lucara has an experienced board and management team with extensive diamond development and operations expertise. Lucara and its subsidiaries operate transparently and in accordance with international best practices in the areas of sustainability, health and safety, environment, and community relations. Lucara is certified by the Responsible Jewellery Council, complies with the Kimberley Process, and has adopted the IFC Performance Standards and the World Bank Group's Environmental, Health and Safety Guidelines for Mining (2007). Accordingly, the development of the Karowe underground expansion project (the "Karowe UGP") adheres to the Equator Principles. Lucara is committed to upholding high standards while striving to deliver long-term economic benefits to Botswana and the communities in which the Company operates.

The Company's corporate office is in Vancouver, Canada and its common shares trade on the Toronto Stock Exchange ("TSX"), the Nasdaq Stockholm Exchange, and the Botswana Stock Exchange under the symbol "LUC".

HIGHLIGHTS – Q3 2024

- Recoveries of two exceptional diamonds larger than 1,000 carats: 2,488-carat[1] and 1,094-carat diamonds.
- A total of 116,221 carats of diamonds were sold, generating $44.3 million of revenue.
- On October 4, 2024, the Company sold its interest in Clara Diamond Solutions Limited Partnership, Clara Diamond Solutions B.V., and Clara Diamond Solutions GP (together referred to as "Clara") for approximately $3.0 million in cash, the return of 10,000,000 Lucara common shares, as well as the transfer of liabilities tied to sales performance metrics and the change of control, amounting to a share issuance obligation of 13,400,000 Lucara common shares.
- Karowe registered no lost time injuries during the three months ended September 30, 2024. As of September 30, 2024, the mine had operated over three years without a lost time injury.

[1] The carats reflect the final cleaned weight of the rough stone. The stone was previously reported at 2,492-carats.

- Significant progress was made in shaft sinking and shaft connection lateral development in Q3 2024 with the critical path ventilation shaft ahead of the July 2023 rebase schedule. At the end of Q3, the production shaft reached 686 metres below surface ("mbs"). The ventilation shaft was at 582 mbs.
- A total of 104,390 carats were recovered in Q3 2024, including 96,597 carats from direct ore feed from the pit and stockpiles, at a recovered grade of 13.4 carats per hundred tonnes ("cpht") and an additional 7,793 carats recovered from processing of historic recovery tailings.
- The recovery of 244 Specials (defined as rough diamonds larger than 10.8 carats) equated to 11.28% by weight of the total recovered carats from ore processed in Q3 2024. This weight percentage of Specials exceeded the Company's expectation and was heavily influenced by the recovery of the 2,488-carat and 1,094-carat stones.
- Operational highlights from the Karowe Mine included:
  - Ore and waste mined of 0.8 million tonnes ("Mt") (Q3 2023: 0.9Mt) and 0.2Mt (Q3 2023: 1.0Mt), respectively.
  - 0.7 Mt of ore processed (Q3 2023: 0.7Mt).
- Financial highlights for Q3 2024 included:
  - Operating margins of 48% were achieved (Q3 2023: 63%). Lower operating margins resulted from the decrease in revenue realized for the quarter.
  - Operating cost per tonne processed[2] was $27.34, a decrease of 5% compared to Q3 2023 cost per tonne processed of $28.84. The continued impact of inflationary pressures, particularly labour, has been well managed by the operation. A strong US dollar continues to offset a small increase in costs over the comparable period.
- During Q3 2024, the Company invested $24.1 million into the Karowe underground project ("UGP"), excluding capitalized cash borrowing costs:
  - The ventilation shaft completed 169 metres of lateral development and 28 metres of sinking advance.
  - The production shaft activities included sinking a total of 130 metres and completion of 3 water probe hole covers.
- Cash position and liquidity as at September 30, 2024:
  - Cash and cash equivalents of $23.6 million.
  - Working capital (current assets less current liabilities excluding assets and liabilities held for sale) of $22.3 million.
  - $180.0 million drawn on the $190.0 million Project Facility ("Project Facility") for the Karowe UGP with $25.0 million drawn on the $30.0 million working capital facility ("WCF") and a funded Cost Overrun Reserve Account ("CORA") balance of $43.7 million.

[2] Operating cost per tonne processed is a non-IFRS measure. See Table 6.

DIAMOND MARKET

The long-term natural diamond prices outlook remains resilient due to favourable supply and demand dynamics due to decreasing production volumes from major operating mines. However, the smaller size stones market remains soft as demand is impacted by a weak Asian market and the increasing uptake of laboratory-grown diamonds. Demand for stones larger than over 10.8 carats remains robust, as reflected in the Company's sales in the plus 10.8 carats category. The G7 sanctions on Russian diamonds over one carat, effective March 2024, caused some trade delays with import times returning to normal during the quarter. The Company views the sanctions as short-term support for diamond prices, as the emphasis on stone provenance increases. Lucara, with its established operations producing exceptional Botswana diamonds, stands to benefit from this heightened focus on origin verification.

Prices of laboratory-grown diamonds have continued to decrease in 2024 with production outweighing demand for these products. In mid 2024, De Beers announced it will cease creating synthetic diamonds and will instead direct its efforts to sell natural diamonds. This is in conjunction with several major brands confirming that they would no longer market laboratory-grown diamonds. The longer-term market fundamentals for natural diamonds remain positive as demand is expected to outpace future supply, as supply has been declining globally over the past few years.

DIAMOND SALES

Karowe diamonds are sold through three sales channels: through a diamond sales agreement concluded with HB Antwerp ("HB"), on the Clara digital sales platform and through quarterly tenders.

HB Sales

Karowe's large, high value diamonds have historically accounted for approximately 60% to 70% of Lucara's annual revenues. In February 2024, Lucara entered into a ten-year New Diamond Sales Agreement ("NDSA") with HB. Under the sales arrangements with HB, +10.8 carat gem and near gem diamonds from the Karowe Mine of qualities that could directly enter the manufacturing stream are sold to HB at prices based on the estimated polished outcome of each diamond ("HB qualifying specials"). The estimated polished value is determined using advanced scanning and planning technology, with an adjusted amount payable on actual achieved polished sales, less a fee. The timing of payments varies based on the category of stones being delivered, as determined by the estimated diamond's polished value.

A 'top-up' payment is due to the Company when HB's final polished diamond sales price exceeds the initial estimated price. Conversely, if the final sale price is lower than estimated (after HB's fees), HB receives a refund of the difference. These top-up payments, which mainly relate to diamonds from previous quarters, are paid after deducting HB's fees. The timing and amount of these payments vary based on diamond complexity and initial planning assumptions. Throughout manufacturing, stones undergo reassessment, potentially leading to plan adjustments aimed at maximizing final sale prices while considering market demand for the polished product.

For accounting purposes, the transaction price includes estimates of both final polished sales price and top-up payments, net of HB's fees and manufacturing costs. These estimates are updated each period end until the final transaction price is confirmed.

Sethunya Diamond

Sethunya, a 549-carat stone recovered in 2020, distinguished by its considerable size and quality is subject to a separate agreement with HB. Lucara received an advance of future proceeds of $20.0 million from HB that is classified as deferred revenue.

Quarterly Tenders

All +10.8 carat non-gem quality diamonds and all diamonds less than 10.8 carats which are not sold on the Clara platform are sold as rough diamonds through quarterly tenders. Viewings take place in both Gaborone, Botswana and Antwerp, Belgium.

Clara

Clara is a secure web-based digital marketplace which is designed to transact single diamonds between 1 and 10 carats, in higher colours and quality.

On October 4, 2024, the Company sold its interest in Clara and, as a result, classified the Clara group as held for sale as of September 30, 2024. Total consideration comprises of approximately $3.0 million in cash, the return of 10,000,000 Lucara common shares initially issued as partial consideration when Lucara originally acquired the Clara platform in 2018, and termination of liabilities tied to sales performance metrics or a change of control, amounting to a share issuance obligation of 13,400,000 Lucara common shares. Lucara will retain a 3% net profit interest on Clara's net earnings. The Company also granted Clara a 5-year rough diamond supply agreement for stones meeting the size and quality specifications historically sold through the Clara platform. This supply agreement may be terminated after the second anniversary or as otherwise mutually agreed between the parties.

KAROWE UNDERGROUND PROJECT UPDATE

The Karowe underground project ("UGP") is designed to access the highest value portion of the Karowe orebody, with initial underground carat production predominantly from the eastern magmatic/pyroclastic kimberlite (south) ("EM/PK(S)") unit. The Karowe UGP is expected to extend the mine life to beyond 2040.

An update to the Karowe UGP schedule and budget was announced on July 16, 2023. The anticipated commencement of production from the underground is H1 2028. The revised forecast of costs at completion is $683.0 million (including contingency). As at September 30, 2024, capital expenditures of $353.5 million had been incurred and further capital commitments of $57.4 million had been made.

With the 2023 update to the UGP schedule and budget, the Karowe Mine production and cash flow models were updated for the revised project schedule and cost estimate. Open pit mining is expected to continue until mid-2025 and to provide mill feed during this time. Stockpiled material (North, Centre, South Lobe) from working stockpiles and life-of-mine stockpiles should provide uninterrupted mill feed until 2027 when Karowe UGP development ore is scheduled to start offsetting stockpiles with high-grade ore from the underground development. Full scale underground production is planned for H1 2028. The long-term outlook for diamond prices, combined with the potential for exceptional stone recoveries and the continued strong performance of the open pit could mitigate the modelled impact on project cash flows due to the changes in schedule. The Company continues to explore opportunities to further mitigate the modelled impact.

During Q3 2024, the UGP achieved a twelve-month rolling Total Recordable Injury Frequency Rate of 0.65. The UGP to date Total Recordable Injury Frequency Rate at September 30, 2024 was 0.57. A total of $24.1 million was spent on the Karowe UGP development in Q3 2024 for the following surface infrastructure and ongoing shaft sinking activities:

The ventilation shaft Q3 2024 development:

- Reached 582 mbs out of a planned final depth of 722 metres.
- Continued 470-level[3] station development.

The production shaft Q3 2024 development:

- Reached 686 mbs, out of a planned final depth of 770 metres.

Related infrastructure Q3 2024 development:

- Completed the construction and pre-commissioning of the permanent bulk air coolers at the production shaft in July 2024.
- Construction and fabrication of the permanent man and materials winder continued during the quarter, representing the last major component for the permanent winders.
- Commenced the adjudication and review of underground lateral development tender documents.
- Advanced mining engineering with a focus on supporting shaft sinking, underground infrastructure engineering, finalizing drilling level plans and placed shaft steelwork orders in October 2024.

[3] Each level is equivalent to a metre above sea level

The capital cost expenditure for the UGP in 2024 is expected to be up to $80 million, excluding capitalized cash borrowing costs – see “2024 Outlook” below.

Activities planned for the Karowe UGP in Q4 2024 include the following:

- Production shaft sinking to 310-level and ventilation shaft to 335-level.
- Complete 470-level station structural construction work, 670-level electrical substation and sump construction.
- Procurement of underground equipment, including an additional Load, Haul, Dump vehicle for the production shaft station development. Major components of the underground crusher and dewatering pumps will be delivered to site.
- Continuation of detailed design and engineering of the underground mine infrastructure, drawbells and underground layout.
- Construction of the man-and-material winder civils and structural building.

FINANCING

Project Facility and Working Capital Facility

On January 9, 2024, the Company's wholly owned subsidiary, Lucara Botswana, with Lucara Diamond Corp. as the sponsor and the guarantor, amended its debt package that was originally entered into in 2021 (“Rebased Amendments”). The senior secured project financing debt package of $220 million (the "Facilities”) consists of a project finance facility of $190.0 million ($170.0 million prior to amendment) to fund the development, construction costs and construction phase operating costs of the Karowe UGP as well as financing costs on the Facilities, and a $30.0 million ($50.0 million prior to amendment) senior secured working capital facility (the "WCF") which is used for working capital and other corporate purposes. While the total quantum of the Facilities did not change, the repayment profile was extended in line with the rebase schedule released on July 16, 2023, and the Facilities maturity was extended to June 30, 2031. The Project Facility has quarterly repayments commencing on September 30, 2028.

Interest rates

Both the Project Facility and the WCF bear interest at a rate of a USD Term Secured Overnight Financing Rate (“SOFR”) plus a margin of 6.5% annually until the project completion date, 6.0% annually from the project completion date to June 30, 2029. Thereafter, the margin increases to 7.0% annually for the Project Facility and 7.25% annually for the WCF. Commitment fees for the undrawn portion of the Project Facility and WCF are 35% of the margin per annum.

Cost overrun account balance

In addition, the Rebase Amendments required the Company to place $61.7 million in the CORA as a condition of the Facilities prior to June 30, 2025, with specific provisions of how and when funds may be released from the CORA. The Company is required to fund the remaining balance with the proceeds net of fees and royalites from the sale of exceptional stones recovered after August 2023 (an individual rough diamond which sells for more than $10.0 million) and excess cashflow from operations.

As of September 30, 2024, the Company has drawn $180.0 million from the Project Facility and $25.0 million from the WCF and funded $43.7 million into the CORA.

Nemesia

Under the terms of the Rebase Amendments, the Company's largest shareholder with significant influence over the Company, Nemesia S.à.r.l. ("Nemesia") provided a limited standby undertaking of up to $63.0 million. The standby undertaking consists of two components, namely: i) an undertaking to support the requirement to fill the CORA by June 30, 2025 and ii) in the event of a funding shortfall, support up to $35.0 million occurring up to project completion. In consideration for the guarantee, a total of 1,900,000 shares were issued to Nemesia as compensation for the financial support.

In connection with the Rebase Amendments, Nemesia also provided a liquidity support guarantee of up to $15.0 million in aggregate in the event the Company's cash balance decreased below $10.0 million. In November 2023, the Company drew $15.0 million from Nemesia's liquidity support guarantee and issued a corresponding unsecured debenture. For each $500,000 drawn down under the Liquidity Guarantee, the Company is required to issue, subject to the receipt of all required regulatory approvals, 7,500 common shares per month to Nemesia until the amounts borrowed are repaid. The scheduled issuance of the common shares would take Nemesia's shareholding in the Company above 20% of the issued and outstanding common shares. The requisite approval by the Company's disinterested shareholders of the common shares issuance to Nemesia was obtained at the May 10, 2024 - Annual and General and Special Meeting of Shareholders. On June 17, 2024, the Company and Nemesia entered into a supplemental agreement in terms of which common shares would be issued to Nemesia on a quarterly, instead of a monthly basis. Following regulatory approval, 1,575,000 common shares owing to Nemesia up until the end of Q2 2024 were issued on July 5, 2024 and 675,000 common shares owing to Nemesia up until the end of Q3 2024 were issued on October 4, 2024. As of the published date of this MD&A, Nemesia holds 25.8% of Lucara's total issued and outstanding shares.

As at September 30, 2024, the Company was in compliance with all covenants under the Facilities.

INTEREST RATE SWAP

In February 2024, the Company amended a series of interest rate swaps to the expected Project Facility drawdown schedule under the Rebase Amendments. The total interest rate swaps were amended to amounts up to $142.5 million and the maturity was extended to June 30, 2031. The Company receives interest at the rate equivalent to the three-month USD Term SOFR plus a credit adjustment spread and pays interest at a fixed rate of between 2.421% and 2.447% on a quarterly basis.

As at September 30, 2024, the interest rate swaps had a total unrealized fair value of $4.4 million (December 31, 2023: $8.1 million), of which $1.4 million has been classified as a current asset in the Statement of Financial Position. In Q3 2024, the Company recorded a $4.4 million loss (Q3 2023: gain of $1.1 million) on this derivative financial instrument. Movements in the unrealized fair value are recorded through the Statements of Operations.

TABLE 1: FINANCIAL HIGHLIGHTS

In millions of U.S. dollars, except carats sold	**Three months ended September 30, 2024**	**2023**	**Nine months ended September 30, 2024**	**2023**
Revenues	$ 44.3	$ 56.3	$ 125.1	$ 136.1
Operating expenses	(23.1)	(20.5)	(55.1)	(51.3)
Net income from continuing operations for the period	0.2	11.7	5.1	19.6
Net loss from discontinued operations for the period	(0.7)	(1.1)	(2.2)	(3.1)
Earnings per share from continuing operations (basic and diluted)	$ 0.00	$ 0.03	0.01	0.04
Cash on hand			23.6	16.8
CORA			43.7	18.4
Amounts drawn on WCF			25.0	35.0
Amounts drawn on Project Facility			$ 180.0	$ 90.0
Carats sold	116,221	111,673	286,970	267,763

Q3 2024 Analysis

The Company recognized total Q3 2024 revenues of $44.3 million for 116,221 carats sold. In comparison, the Company achieved total Q3 2023 revenues of $56.3 million for 111,673 carats sold.

For stones less than 10.8 carats, the average price was $130 per carat in Q3 2024 which is consistent with the prior quarter, however a 17% decrease from the average price of $157 per carat in Q3 2023. This was due to a weaker diamond market for the small stones in Q3 2024.

Total operating expenses were slightly higher in Q3 2024 ($23.1 million) compared to Q3 2023 ($20.5 million) predominantly due to higher processing costs due to planned mill relining and inventory movements as operating expenses are recorded on a per carat basis and recognized as the carat is sold. Please see Table 4: *"Select Financial Information"* below for details on the expense line items which had the most significant impact on net income from continuing operations of $0.2 million in the quarter (Q3 2023: $11.7 million).

TABLE 2: QUARTERLY SALES RESULTS

	Three months ended September 30,		Nine months ended September 30,	
Revenue is in millions of U.S. dollars	**2024**	**2023**	**2024**	**2023**
Sales Channel				
HB Arrangements	27.8	38.4	80.6	88.8
Tender[(1)]	14.6	14.2	36.8	36.8
Clara	1.9	3.7	7.7	10.5
Total Revenue	44.3	56.3	125.1	136.1

[(1)] Non-gem +10.8 carat diamonds and diamonds less than 10.8 carats that did not meet characteristics for sale on Clara were sold through tender.

HB Arrangement

For the three months ended September 30, 2024, the Company recorded revenue of $27.8 million from the HB arrangement as compared to revenue of $38.4 million in the period ending September 30, 2023. Revenue generated from HB was 63% of total revenue recognized in the third quarter of 2024 (Q3 2023: 68%). The revenue includes "top-up" payments which are payable to the Company when the polished diamond final sales price is higher than the initial estimated polished price ("IPV"). In Q3 2024, HB revenue decreased compared to the previous year's third quarter as less carats were sold. The Company experienced an exceptional quality of goods recovered in Q3 2023 including 7 stones greater than 100 carats with combined value in excess of $20 million of IPV compared to Q3 2024 where the Company recovered 5 category B stones (stones with an IPV equal to or greater than $2.0 million that have a 120 days payment term) with a combined value of $10.2 million. As at September 30, 2024, the Company has $23.2 million of trade receivables from HB of which $22.8 million relates to IPVs that are due between 60 – 120 days.

Quarterly Tender & Clara

For the three months ended September 30, 2024, the sales volume transacted by tender was $14.6 million (Q3 2023: $14.2 million) and by Clara was $1.9 million (Q3 2023: $3.7 million). Both sales channels experienced lower dollar per carat sold amounts compared to Q3 2023 reflecting the weakening of prices in the smaller sized diamond market. Tender revenue increased slightly due to a higher number of carats sold through tender.

TABLE 3: RESULTS OF OPERATIONS – KAROWE MINE

	UNIT	Q3-24	Q2-24	Q1-24	Q4-23	Q3-23
Sales						
Revenues from the sale of Karowe diamonds	US$M	44.3	41.3	39.5	36.3	56.3
Karowe carats sold	Carats	116,221	76,387	93,560	111,523	111,673
Production						
Tonnes mined (ore)	Tonnes	845,594	699,846	809,999	607,101	869,188
Tonnes mined (waste)	Tonnes	192,308	245,006	386,849	456,880	954,226
Tonnes processed	Tonnes	720,524	714,301	698,870	703,472	724,640
Average grade processed(1)	cpht (*)	13.4	12.9	11.7	14.0	13.6
Carats recovered(1)	Carats	96,597	92,419	81,611	98,177	98,311
Costs						
Operating cost per tonne of ore processed(2)	US$	27.34	26.32	26.00	31.96	28.84
Capital Expenditures						
Sustaining capital expenditures	US$M	1.7	3.5	1.8	8.0	3.2
Underground expansion project(3)	US$M	24.1	11.2	17.9	28.0	20.3

(*) Carats per hundred tonnes
(1) Average grade processed is from direct milling carats and excludes carats recovered from re-processing historic recovery tailings.
(2) Operating cost per tonne of ore processed is a non-IFRS measure. See Table 6.
(3) Excludes qualifying borrowing cost capitalized.

THIRD QUARTER OVERVIEW – OPERATIONS – KAROWE DIAMOND MINE

Safety: Karowe registered no lost time injuries during the three months ended September 30, 2024. As of September 30, 2024, the mine had operated over three years without a lost time injury. The rolling twelve-month Total Recordable Injury Frequency Rate for Karowe was 0.31 (Q3 2023: 0.09).

Environment and Social: There were no reportable environmental matters during the third quarter of 2024. The Company is working on the development and implementation of an updated tailings framework aligned to the Global International Standard for Tailings Management (“GISTM”). This work on the Underground Life of Mine tailing facility feasibility study was completed in October 2024.

Production: Ore and waste mined during the third quarter of 2024 totaled 0.8Mt and 0.2Mt, respectively. During Q3 2024, tonnes processed were on target at 0.8Mt at an average grade of 13.41 cpht, with a total of 96,597 carats recovered from processing which resulted in 104% recovery based on estimated mill feed grade. Ore processed was 100% from the South Lobe.

Diamond Recoveries: A total of 244 Specials were recovered during the quarter, with 12 diamonds greater than 100 carats in weight, including the 2,488-carat and 1,094-carat diamonds which lifted the recovered Specials to 11.28% by weight of total recovered carats from ore processed during Q3 2024 when compared to Q3 2023 at 6.8%. All recovered stones including the 2,488 and 1,094 carats that are unsold at the end of the reporting period are accounted for at cost in inventory. Selling and monetizing the significant value contained in our 1,000+ carat diamonds may require considerable time given the complex nature associated with the marketing, cutting and polishing and ultimate sales processes.

Karowe’s operating cash cost: Karowe’s operating cash cost for Q3 2024 (see “*Use of Non-IFRS Financial Performance Measures*”) was $27.34 per tonne of ore processed (Q3 2023: $28.84 per tonne of ore processed), below the 2024 annual forecast range of between $28.50 and $33.50 per tonne processed. Costs remained lower for the year as the strong US dollar continues to offset inflationary pressures from labour increases.

Overall performance: Mine performance during the third quarter remained consistent with the strong operational results achieved over the past several years. Mining and Processing results were on plan during Q3 2024.

TABLE 4: SELECT FINANCIAL INFORMATION

In millions of U.S. dollars	Three months ended September 30, 2024	2023	Nine months ended September 30, 2024	2023
Revenues	**44.3**	56.3	**125.1**	136.1
Operating expenses	**(23.1)**	(20.5)	**(55.1)**	(51.3)
Adjusted operating earnings[(1)]	**21.2**	35.8	**70.0**	84.8
Royalty expenses	**(4.8)**	(6.3)	**(13.8)**	(15.6)
Administration	**(3.6)**	(6.4)	**(9.7)**	(12.9)
Sales and marketing	**(0.7)**	(0.6)	**(2.1)**	(1.8)
Depletion and amortization	**(5.3)**	(6.0)	**(12.7)**	(13.2)
Finance expenses	**(0.6)**	(1.0)	**(2.1)**	(3.1)
Foreign exchange gain (loss)	**4.4**	(1.5)	**3.9**	(7.3)
Gain (loss) on derivative financial instrument	**(4.4)**	1.1	**(3.7)**	1.6
Loss on extinguishment of debt	**-**	-	**(10.5)**	-
Current and deferred income tax expense	**(6.0)**	(3.4)	**(14.1)**	(12.9)
Net income from continuing operations for the period	**0.2**	11.7	**5.2**	19.6
Continuing operations earnings per share (basic and diluted)	**0.00**	0.03	**0.01**	0.04
Net loss from discontinued operations for the period	**(0.7)**	(1.1)	**(2.2)**	(3.1)
Discontinued operations loss per share (basic and diluted)	**(0.00)**	(0.00)	**(0.00)**	(0.01)

(1) Adjusted operating earnings is a non-IFRS measure defined as revenues less operating expenses and excludes royalty expenses and depletion and amortization

Revenues and royalties

During the three months ended September 30, 2024, Lucara recognized revenue of $44.3 million from the sale of 116,221 carats from Karowe. In comparison, the Company recognized revenues of $56.3 million in Q3 2023 from selling a total of 111,673 carats from Karowe. The decrease in revenue is primarily driven by a lower production of HB qualifying specials during the quarter that yields a higher price per carat and thus resulting in lower revenue in Q3 2024 despite higher sales volume when compared to Q3 2023.

Royalties to the Government of Botswana are paid at the rate of 10% of the final gross sales price achieved from the sale of all Karowe diamonds, rough or polished.

Adjusted Operating Earnings

The 41% decrease of the adjusted operating earnings for the three months ended September 30, 2024 when compared to Q3 2023 is directly attributed to the decrease in revenue and increase in operating expenses for the period. The increase in operating expenses is attributed to the number of carats sold which increased by 4% as well as higher processing costs due to planned mill re-lining. Operating expenses are recorded on a per carat basis and recognized as the carats are sold. The timing of the sale of carats can affect when amounts are recognised between inventory and operating expenses.

Administration

In Q3 2024, the Company recorded an administration expense of $3.6 million (Q3 2023: $6.4 million). The decrease of 44% from the comparable period is primarily due to severance paid to former management in Q3 2023 and $1.1 million expended on exploration expenditures in Q3 2023 that did not occur in Q3 2024.

Derivative financial instrument

A $4.4 million loss on a derivative financial instrument (Q3 2023: gain of $1.1 million) relates to changes in the fair value of the interest rate swap in response to changing market interest rates (*see Note 9 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2024*).

The Company records its interest rate swaps at fair value and as such, the movement in the fair value within any given period creates an adjustment to the Statement of Operations. As at September 30, 2024, the interest rate swaps were in an asset position, with a fair value of $4.4 million (December 31, 2023: $8.1 million) on the Statements of Financial Position, with $1.4 million classified as a current asset based on the expected timing of settlement.

Net Income from continuing operations for the period

Net income from continuing operations for the three months ended September 30, 2024 was $0.2 million (Q3 2023: $11.7 million) with the change from the comparable period predominantly related to lower income from mining operations and an increase in deferred income tax expense.

Net Loss from discontinued operations for the period

Net loss from discontinued operations for the three months ended September 30, 2024, was $0.7 million (Q3 2023: net loss of $1.1 million). This net loss is related to the losses generated from the Clara online diamond sales platform. Clara was disposed of on October 4, 2024, subsequent to the period ended.

TABLE 5: SELECT QUARTERLY FINANCIAL INFORMATION

The following table sets out selected consolidated financial information for each of the eight most recent completed quarters:

Three months ended	Sep-24	Jun-24	Mar-24	Dec-23	Sep-23	Jun-23	Mar-23	Dec-22
A. Revenues	44,300	41,292	39,519	36,269	56,277	38,563	41,291	40,124
B. Administration expenses	(3,590)	(3,366)	(2,703)	(6,405)	(5,084)	(3,539)	(2,916)	(5,198)
C. Net (loss) income from continuing operations	155	11,905	(6,950)	(24,194)	11,678	6,111	1,812	7,884
D. (Loss) earnings per share (basic)	0.00	0.03	(0.02)	(0.05)	0.03	0.01	0.00	0.02

Quarterly revenue in the table above was recognized from three separate sales channels: through committed sales of +10.8 carat diamonds to HB, sales on Clara, and sales of all non-gem +10.8 carat diamonds and diamonds less than 10.8 carats which do not meet characteristics for sale on Clara through regular tenders. Sales of Specials, but more particularly unique and high value Specials are the primary factor causing variation to the quarterly metrics. While the expected number of Specials can be predicted based on the resource model, the quality of the Specials recovered is unknown and can lead to significant variability in the quarterly periods.

Net income achieved in each quarter is predominately impacted by the revenue earned during that quarter, while the impact of changes in operating expenses, depletion and amortization, fluctuating inventory levels, foreign exchange gains and losses, the gain or loss on derivative financial instruments, and income tax expenses introduce volatility to net income. Net loss in Q4 2023 was higher compared to other periods due to a $11.2 million impairment loss related to Clara.

NON-IFRS FINANCIAL MEASURES

This MD&A refers to certain financial measures, such as adjusted operating earnings, and operating cost per tonne of ore processed, which are not measures recognized under IFRS and do not have a standardized meaning prescribed by IFRS. These measures may differ from those made by other corporations and accordingly may not be comparable to such measures as reported by other corporations. These measures have been derived from the Company's financial statements, and applied on a consistent basis, because the Company believes they are of assistance in the understanding of the results of operations and financial position.

Adjusted operating earnings (see Table 4: "*Select Financial Information*") is the term the Company uses as an approximate measure of the earnings from the operations under an accrual basis of accounting and is defined as revenues less operating expenses, before royalty expenses and depletion and amortization.

Operating cost per tonne of ore processed is the term the Company uses to describe operating expenses per tonne processed on a cash basis. This is calculated as the operating cost of the Karowe Mine divided by tonnes of ore processed for the period. This ratio provides the user with the total cash costs incurred by the mine during the period per tonne of ore processed, including waste capitalisation costs, mobilization costs and working capital movements. The most directly comparable measure calculated in accordance with IFRS is operating expenses.

Table 6: Operating cost per tonne of ore processed reconciliation:

In millions of U.S. dollars except for tonnes processed and operating cost per tonne processed

	Three months ended September 30,		Nine months ended September 30,	
	2024	**2023**	**2024**	**2023**
Operating expenses	$ 23.1	$ 20.5	$ 55.1	$ 56.3
Net change in rough diamond inventory, excl depletion and amortization	(4.0)	(2.3)	(0.5)	0.3
Net change in ore stockpile inventory, excl depletion and amortization	0.6	2.7	2.1	5.0
Total operating costs for ore processed	$ 19.7	$ 20.9	$ 56.7	$ 61.6
Tonnes processed	720,524	724,640	2,133,695	2,145,663
Operating cost per tonne of ore processed[1]	**$ 27.34**	**$ 28.84**	**$ 26.57**	**$ 28.71**

[1] Operating cost per tonne processed for the period is a non-IFRS measure defined as the sum of operating expenses, capitalized production stripping costs, and the net changes in rough diamond inventories and ore stockpiles divided by the tonnes of ore processed for the period.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2024, the Company had cash and cash equivalents of $23.6 million. Cash generated from continuing operating activities for the three months ended September 30, 2024 was $17.5 million (Q3 2023: $16.7 million).

Working capital (current assets minus current liabilities excluding assets and liabilities held for sale) as at September 30, 2024 was a surplus of $22.3 million as compared to a deficit of $16.6 million as at December 31, 2023, an improvement from the Company's liquidity position at the end of 2023. The increase relative to December is reflective of the decrease in current liabilities and reclassification from WCF to long-term Project Facility of $20.0 million in conjunction with the Rebase Amendments.

Trade and other receivables on September 30, 2024 was $34.4 million (December 31, 2023: $35.1 million). The receivable balance on September 30, 2024 includes $23.2 million (December 31, 2023: $13.0 million) due from HB and represents rough diamond sales in 2024, as well as the value of diamond sales for which the transaction price was finalized and adjusted in Q3 2024. All amounts receivable from HB are current and expected to be received within twelve months following the quarter end.

Current liabilities decreased to $74.0 million as of September 30, 2024 from $102.5 million at December 31, 2023. The Company transferred $20.0 million from WCF to the Project Facility as part of the Rebase amendments. The decrease in accounts payable and accrued liabilities further contributed to the decrease in current liabilities as of September 30, 2024.

Long-term liabilities consist of the Project Facility of $180.0 million (December 31, 2023: $86.5 million), restoration provisions of $15.0 million (December 31, 2023: $13.7 million), deferred income taxes of $129.8 million (December 31, 2023: $112.8 million), due to related party debenture of $15.0 million (December 31, 2023: $15.0 million), and other non-current liabilities of $3.6 million (December 31, 2023: $3.2 million) which consist of leases classified under IFRS 16: *Leases* and a liability for deferred share unit grants.

Financing activities during the quarter consisted of drawdowns on the Project Facility, allocating funds to the CORA and principal payments on leases.

RELATED PARTY TRANSACTIONS

A description of key management compensation can be found in Note 13 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2024.

COMMITMENTS

A description of commitments can be found in Note 16 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2024.

2024 OUTLOOK

This section of the MD&A provides management's production and cost estimates for the remainder of 2024. These are "forward-looking statements" and subject to the cautionary note regarding the risks associated with forward-looking statements. Diamond revenue guidance does not include revenue related to the sale of exceptional stones (an individual rough diamond which sells for more than $10.0 million), or the Sethunya since the marketing, analysis, cutting and ultimate sales of such diamonds is highly complex. It could take in excess of a year to monetize the significant value of each diamond. Accordingly, until all the proceeds from the sale of a large diamond are considered to be collectible, the diamond is held as inventory and valued at cost. No changes have been made to the guidance released in November 2023 except for 2024 full year's revenue and capital costs for the Karowe UGP.

Revisions to diamond revenue guidance reflect lower production of HB qualifying specials combined with softening of the global rough diamond market during 2024. Revenue is expected to be lower than the initial guidance of $220M to $250M range**.**

Revisions to Karowe UGP capital costs to be spent in 2024 have been revised down to approximately $80 million from previous guidance of up to $100 million. This decrease is mainly due to the sequencing change in shaft equipping which has deferred the related costs to be spent in 2025 with no impact to the overall construction timeline. The Company's 2024 capital costs remain primarily directed towards shaft sinking activities and station development. Surface works centered on completing the construction of the bulk air cooler and will continue towards installation of the man and materials winder building.

Karowe Mine, Botswana
Table 7: 2024 Diamond Sales, Production and Outlook

Karowe Diamond Mine *In millions of U.S. dollars unless otherwise noted*	**2024** Full Year
Revised Diamond revenue (millions)	$160 to $180
Diamond sales (thousands of carats)	345 to 375
Diamonds recovered (thousands of carats)	345 to 375
Ore tonnes mined (millions)	2.8 to 3.2
Waste tonnes mined (millions)	0.8 to 1.4
Ore tonnes processed (millions)	2.6 to 2.9
Total operating cash costs(1) including waste mined (per tonne processed)	$28.50 to $33.50
Revised Underground Project	Up to $80 million
Sustaining capital	Up to $10 million
Average exchange rate – Botswana Pula per United States Dollar	12.5

(1) Operating cash costs are a non-IFRS measure. See "*Use of Non-IFRS Performance Measures*".

The table above reflects the natural variability in the resource production in both recovery and diamond quality and were it to continue, this may impact revenue guidance for 2024.

In 2024, the Company expects to mine between 3.6 and 4.6 million tonnes, of which ore tonnes mined represent approximately three quarters of total tonnes mined. The assumptions for carats recovered and sold as well as the number of ore tonnes processed are consistent with achieved plant performance in recent years. A portion of the tonnes mined in 2024 will be stockpiled, prior to the end of open pit mining in mid-2025. Stockpiled material is planned to be processed between 2025 to 2027 before the mine transitions to the underground operations.

Ore from the underground development is expected to supplement lower grade stockpile material, primarily from the upper benches of the South Lobe, during the transition period to the underground mining operations, beginning in 2027.

Sustaining capital and project expenditures are expected to be up to $10 million with a focus on replacement and refurbishment of key asset components in addition to dewatering activities, and an expansion of the tailings storage facility in accordance with Global Industry Standard on Tailings Management (”GISTM”).

FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

In the normal course of business, the Company is inherently exposed to currency and commodity price risk, as well as inflation. The Company’s financial instruments are exposed to certain financial risks, including currency, liquidity, credit, interest, and price risks.

Currency risk

The Company is exposed to the financial risk related to fluctuating foreign exchange rates. All sales revenues are denominated in U.S. dollars, while directly related costs are denominated in Botswana Pula. At September 30, 2024, the Company was exposed to currency risk relating to U.S. dollar cash held within its subsidiaries with Canadian or Pula functional currency. Based on this exposure, a 10% change in the U.S. dollar exchange rate would give rise to an increase/decrease of approximately $6.6 million in net income for the period.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due in the future. To manage liquidity risk, regular cash flow forecasting is performed in the operating entities of the Company and aggregated in the head office to understand what level of capital is required. Rolling forecasts of the Company’s liquidity requirements are prepared and monitored to assess whether there is sufficient cash available to meet the Company’s short and longer-term operational needs. Such forecasting takes into consideration the Company’s ability to generate cash from the sale of diamonds and potential additional liquidity sources.

As a condition of the Facilities Agreement, the Company is required to place $61.7 million in the CORA by June 30, 2025. The Facilities Agreement includes specific provisions for how and when these funds may be released. As at September 30, 2024, the CORA balance was $43.7 million. This amount is classified within other non-current assets. Further details regarding the Company’s liquidity risk are disclosed under the heading “Liquidity and Capital Resources” and in Note 1 to the condensed interim consolidated financial statements for the three and nine months ended September 30, 2024.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company limits its credit exposure on cash and cash equivalents by holding its deposits with international financial institutions with strong investment-grade ratings. Considering the nature of the Company’s customers and the relevant terms and conditions with such customers, the Company believes that credit risk is limited as goods are not released until full payment is received when goods are sold through tender or on Clara.

On September 28, 2023, the Company terminated the old sales agreement with HB. The termination increased the credit risk on amounts due from HB. A new sales agreement was entered into with HB in February 2024 and governs deliveries of goods since December 2023. Under the new sales agreement terms, a large proportion of the Company’s goods, by value, are sold through HB to buyers of polished diamonds. The credit risk associated with these sales is concentrated with HB, a single customer, and payment terms are longer (60 to 120 days) than the Company’s traditional tender sales and sales through Clara (5 days). The Company maintains legal title over goods sold to HB until the initial determined estimated polished price is paid and monitors outstanding amounts for collectability.

The carrying amount of financial assets recorded in the financial statements, net of any allowance for losses, represents the Company’s maximum exposure to credit risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows or a financial instrument will fluctuate because of changes in the market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the credit facility obligations that reference floating interest rates.

The Company mitigates interest rate risk on its Project Facility through interest rate swaps that exchange the variable rate inherent in the term debt for a fixed rate as described above in the section "Interest Rate Swaps" (see Note 9 of the unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2024). Therefore, fluctuations in market interest rates should not materially impact future cash flows related to the credit facilities. Changes in the fair value of the derivative financial instrument will however fluctuate in response to changing market interest rates that will result in a corresponding credit or charge to profit.

In February 2024, the Company amended interest rate swap contracts to exchange variable interest rate (three-month USD Term SOFR) for a fixed interest rate ranging from 2.421% to 2.447% on 75% of its expected borrowings from the Project Facility (approximately $142.5 million). The Company is exposed to cash flow interest rate increases through 25% of its expected borrowings from the Project Facility, and amounts drawn from its WCF which remain subject to market interest rates (Term SOFR or a replacement benchmark).

Price risk

The Company derives its income from the sale of rough diamonds mined in Botswana. The price and marketability of these diamonds can be significantly impacted by international economic trends, global or regional consumption, demand and supply patterns and the availability of capital for diamond manufacturers, all factors that are not within the Company's control. Under the agreement with HB, the ultimate achieved sales prices of stones larger than 10.8 carats in size is based on a polished diamond pricing mechanism. This pricing mechanism results in the Company's revenue being exposed to a greater extent to the price movements in the polished diamond market than through its traditional tender process for rough diamonds. The pricing of both polished and rough diamonds stabilized in the first half of 2024 but have continued to see small reduction in the price of rough diamond, depending on the size.

To the extent that the supply of rough or polished diamonds exceeds demand, this is likely to result in price deterioration and negatively impact the Company's revenue and ability to generate positive cash flow from operations.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 458,411,857 common shares outstanding, 8,034,668 share units, 3,436,192 deferred share units, and 6,941,000 stock options outstanding under its share-based incentive plans.

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business which includes the acquisition, financing, exploration, development and operation of diamond properties and the construction of an underground mine at Karowe. The material risk factors and uncertainties, which should be considered in assessing the Company's activities, are described under the heading "Risks and Uncertainties" in the Company's most recent Annual Information Form ("AIF") which is available on SEDAR+ at www.sedarplus.ca. Any one or more of these risks and uncertainties could have a material adverse effect on the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not party to any off-balance sheet arrangements.

SUBSEQUENT EVENTS

On October 4, 2024, the Company sold its interest in Clara for consideration of approximately $3.0 million and the return of 10,000,000 common shares to treasury which were subsequently cancelled on October 7, 2024.

On October 4, 2024, the Company issued 675,000 common shares to Nemesia as compensation for the standby undertaking.

On October 7, 2024, the Company issued 105,000 stock options and 126,000 share units to a senior officer.

CHANGES IN ACCOUNTING POLICIES

During the three and nine months ended September 30, 2024, there were no changes to the accounting policies described in Note 2 of the unaudited condensed interim consolidated financial statements.

Certain pronouncements have been issued by the International Accounting Standards Board ("IASB") that are mandatory for accounting periods starting January 1, 2025. There are currently no such pronouncements that are expected to have a significant impact on the Company's unaudited condensed interim consolidated financial statements upon adoption.

ADOPTION OF NEW ACCOUNTING STANDARDS AND ACCOUNTING DEVELOPMENTS

IFRS pronouncements that have been issued but are not yet effective are listed below. The Company plans to apply the new standards or interpretations in the annual period for which it is first required.

Amendments to IFRS 9 and IFRS 7

IASB issued amendments to IFRS 9 and IFRS 7 in May 2024, updating classification, measurement, and disclosure requirements for financial instruments. These changes include clarifications on the recognition and derecognition of financial assets and liabilities, settlement using electronic payment systems, and the assessment of cash flow characteristics for financial assets with ESG-linked features. Additional disclosure requirements apply to financial instruments with contingent features and equity instruments at fair value through other comprehensive income. The amendments take effect from January 1, 2026, with early application allowed. The Company is currently evaluating their impact on our financial statements.

IFRS 18

IFRS 18 is the new standard for financial statement presentation and disclosure with a focus on updates to the statement of profit or loss. IFRS 18 will replace IAS 1. The new standard is effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The Company is currently assessing the effect of this amendment on our financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of this document along with the unaudited condensed interim consolidated financial statements. Management is responsible for the integrity and objectivity of this document, ensuring the fair presentation of its financial results. The Audit Committee is responsible for reviewing the contents of this document along with the unaudited condensed interim consolidated financial statements to ensure the reliability and timeliness of the Company's disclosure while providing another level of review for accuracy and oversight. The Board of Directors, based on recommendations from Lucara's Audit Committee, reviews and approves the financial information contained in the unaudited condensed interim consolidated financial statements and the MD&A.

INTERNAL FINANCIAL REPORTING AND DISCLOSURE CONTROLS

Disclosure controls and procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all material information related to the Company is identified and communicated on a timely basis. Management of the Company, under the supervision of the President and Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), is responsible for the design and operation of disclosure controls and procedures.

Internal controls over financial reporting

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Management is also responsible for the design of the Company's internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. However, due to inherent limitations, internal controls over financial reporting may not prevent or detect all misstatements and fraud.

Management assesses the effectiveness of the Company's internal control over financial reporting using the Internal Control – Integrated Framework ("2013 Framework") issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

There have been no changes in the Company's internal control over financial reporting during the three months ended September 30, 2024 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements made in this MD&A contain "forward-looking information" and "forward-looking statements" as defined in applicable securities laws. Generally, any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance and often (but not always) using forward-looking terminology such as "expects", "is expected", "anticipates", "believes", "plans", "projects", "estimates", "budgets", "scheduled", "forecasts", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

In particular, forward-looking information and forward-looking statements may include, but are not limited to, information or statements with respect to the Company's ability to continue as a going concern, the project schedule and capital costs for the Karowe UGP, diamond sales, projection and outlook disclosure under "2024 Outlook", the Company's ability to meet its obligations under the Rebase Amendments with its Lenders, the impact of supply and demand of rough or polished diamonds, expectations regarding top-up values, estimated capital costs, the timing, scope and cost of additional grouting events at the Karowe UGP, the Company's ability to comply with the terms of the Facilities which are required to construct the Karowe UGP, including future funding requirements to the CORA, that expected cash flow from operations, combined with external financing will be sufficient to complete construction of the Karowe UGP, that the estimated timelines to achieve mine ramp up and full production from the Karowe UGP can be achieved, that sufficient stockpiled ore will be available to generate revenue prior to the achievement of commercial production of the Karowe underground mine, the economic potential of a mineralized area, the size and tonnage of a mineralized area, anticipated sample grades or bulk sample diamond content, expectations that the Karowe UGP will extend mine life, forecasts of additional revenues, future production activity, that depletion and amortization expense on assets will be affected by both the volume of carats recovered in any given period and the reserves that are expected to be recovered, the future price and demand for, and supply of, diamonds, expectations regarding the scheduling of activities for the Karowe UGP in 2024, future forecasts of revenue and variable consideration in determining revenue, the impact of the HB and Clara sales arrangements on the Company's projected revenue and sales channels and HB's ability to meet its payment obligations to the Company, the outcome of tax assessments and the likelihood of recoverability of tax payments made, estimation of mineral resources, cost and timing of the development of deposits and estimated future production, interest rates, including expectations regarding the impact of market interest rates on future cash flows and the fair value of derivative financial instructions, currency exchange rates, rates of inflation, credit risk, price risk, requirements for and availability of additional capital, capital expenditures, operating costs, production and cost estimates, tax rates, timing of drill programs, government regulation of operations, environmental risks and ability to comply with all environmental regulations, reclamation expenses, title matters including disputes or claims, limitations on insurance coverage, and the potential impacts of economic and geopolitical risks, including potential impacts from the ongoing conflict between Russian and Ukraine and between Israel and Hamas, and the resulting indirect economic impacts that strict economic sanctions may have.

Forward-looking information and statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to several 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 achievement expressed or implied by such forward-looking statements due to a variety of risks, uncertainties, and other factors, including, without limitation, those referred to in this MD&A. The foregoing is not exhaustive of the factors that may affect any of our forward-looking statements. The Company believes that expectations reflected in this forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct. Certain risks which could impact the Company are discussed under the heading "Risks and Uncertainties" in this MD&A and in the Company's most recent Annual Information Form available at SEDAR+ at www.sedarplus.ca.

Although the Company 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 not to be as anticipated, estimated or intended. Accordingly, readers and investors should not place undue reliance on forward-looking statements. Forward-looking information and statements contained in this MD&A are made as of the date of this MD&A and accordingly are subject to change after such date. Except as required by law, the Company disclaims any obligation to revise any forward-looking information and statements to reflect events or circumstances after the date of such information and statements. All forward-looking information and statements contained or incorporated by reference in this MD&A are qualified by the foregoing cautionary statements.