



Rupert Resources Limited

MANAGEMENT'S DISCUSSION AND ANALYSIS

THREE AND NINE MONTHS ENDED NOVEMBER 30, 2023

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Background

This Management's Discussion and Analysis ("**MD&A**") of the financial position and results of operations is prepared as at January 12, 2024 and should be read in conjunction with the unaudited Condensed Consolidated Financial Statements of Rupert Resources Ltd (the "**Company**" or "**Rupert**") as at November 30, 2023, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and International Accounting Standards and covering the three and nine months ended November 30, 2023.

Unless otherwise noted, all currency figures in the MD&A are presented in Canadian Dollars.

Rupert is a publicly listed company, the ordinary shares (the "**Ordinary Shares**") of which have been listed since December 12, 2022 on the Toronto Stock Exchange ("TSX") under the symbol "RUP", having graduated from the TSX Venture Exchange ("**TSX-V**"). The Company's Ordinary Shares had been listed for trading on the TSX-V since prior to February 28, 1998. To the knowledge of directors and officers of Rupert, the Company's outstanding Common Shares are widely held. These holdings can change at any time at the discretion of the owner(s).

This MD&A contains forward-looking information, such as statements regarding the Company's future plans and objectives that are subject to various risks and uncertainties, and those set forth in "*Statement Regarding Forward-Looking Information*" and "*Risks and Uncertainties*" in this document. The Company cannot assure investors that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. The results for the periods presented are not necessarily indicative of the results that may be expected for any future periods. Investors are cautioned not to place undue reliance on this forward-looking information.

Technical Information

The technical information about the Company's mineral properties contained in this MD&A, other than information summarized or extracted from the Technical Reports (as defined below), has been prepared under the supervision of Mr. Craig Hartshorne, a Chartered Geologist at the Geological Society of London, who is a "qualified person" within the meaning of NI 43-101. Mr. Hartshorne has reviewed the contents of this MD&A and has consented to the inclusion in this MD&A of all technical statements, other than information summarized or extracted from the Ikkari PEA (see "*Company Overview and Discussion of Operations: Company Overview*"), in the form and context in which they appear and confirms that such information fairly represents the underlying data and study results.

Company Overview and Discussion of Operations

Company Overview

Rupert is a company incorporated under the laws of the Province of British Columbia and is focused on making and advancing discoveries of scale and quality with high margin and low environmental impact potential. The Company has two projects located in Finland and two projects located in Ontario and British Columbia respectively.

The Company's core focus is the 100%-held Rupert Lapland Project Area including, in particular, the Ikkari discovery ("**Ikkari**"), and the permitted Pahtavaara mine and mill ("**Pahtavaara Mine**" or "**Pahtavaara**"), both located within a wider 490km² regional licence holding in the Central Lapland Greenstone Belt ("**CLGB**") of Northern Finland (together: the "**Rupert Lapland Project Area**"). No licence holdings are situated on Natura 2000 reservations.

In June 2023, amendments of the Finnish Mining Act of 2011 came into force. Exploration licences continue to be valid for up to 15 years but shall require majority landowner consent after the 10th anniversary, while the maximum duration of reservations is reduced to 1 year, previously 2. Should landowner consent not be forthcoming for extension of exploration licences beyond 10 years, the holder may apply to the Government for support. Following their expiry, reservations can subsequently be applied for as exploration licences. Each are awarded by the Finnish Safety and Chemical Agency ("**Tukes**") and confer upon the holder exclusive rights of prospecting and exploration for minerals, while mining licences also confer rights of exploitation, and the establishment of facilities for collection and

processing of minerals found in the area granted. Per the June 2023 amendments, municipalities also now have an increased role with the requirement that mining operations be allowed for in a detailed land use plan.

The Company's interests in Finland represent its core focus and comprise the following:

Ikkari

Ikkari is a gold discovery made by the Company in 2020 pursuant to its on-going grassroots exploration activities across the Rupert Lapland Project Area. The maiden NI 43-101 compliant mineral resource estimate ("MRE") was announced by the Company in September 2021, with an updated MRE announced in November 2023. Further to this, the company continues to conduct additional drilling activities in and around Ikkari, as well as progressing with technical / economic studies and environmental and permitting matters (see: "*Discussion of Operations: Rupert Lapland Project Area*", "*Status, Plans and Expenditures*" and "*Achievement of Plans and Milestones in the nine months ended November 30, 2023*").

In November 2022 the Company announced the completion of a NI 43-101-compliant Preliminary Economic Assessment ("**PEA**") - see the technical report entitled "Preliminary Economic Assessment Ikkari and Pahtavaara - Finland" with an effective date of March 10, 2023 prepared by Tetrattech Limited Ltd. (the "**Ikkari PEA**").

In November 2023 the Company announced the completion of an updated MRE - see the technical report entitled "Updated Mineral Resource Estimate for the Ikkari Project – Finland" with an effective date of December 12, 2023 prepared by WSP (the "**Updated Ikkari MRE**"), which along with the Ikkari PEA is available on SEDAR+ (www.sedarplus.ca) and on the Company's website (www.rupertresources.com).

The Ikkari PEA contemplates a phased mine plan in order to optimize cashflows in the earlier years of activity, with an open-pit operation at Ikkari in the first 11 years, transitioning to Ikkari underground (years 10-23) and Pahtavaara-derived concentrate (years 11-24). The after-tax Net Present Value ("**NPV**") (5% discount rate) is US\$1.6 billion, with and unlevered internal rate of return ("**IRR**") of 46% and payback within 2 years, assuming a gold ("**Au**") price of US\$1,650 per Troy ounce ("**oz**"). Over the 22-year life of mine ("**LOM**"), the PEA demonstrates recovered gold of 4.25 million ounces ("**Moz Au**"), with average annual production of 200,000 Troy ounces ("**ozs**") Au. Open pit operation is expected to support average annual production of 220,000 ozs Au.

The MRE for Ikkari, as disclosed in the Updated Ikkari MRE, comprises 58 million tonnes ("**Mt**") at 2.18 grams per tonne gold ("**g/t Au**") in the Indicated category for 4.09Moz Au. The Consolidated Resource Statement for the Rupert Lapland Project Area is set out in further detail on the following page. The Updated Ikkari MRE technical report should be referred to for further information:

Consolidated Resource Statement for Rupert Lapland Project Area

Classification	Target Area	Mining Method	Cut-off Au (g/t)	Tonnage (Mt)	Grade Au (g/t)	Gold Kg	Ounces
Indicated	Ikkari	Open Pit	0.4	37,308 000	2.21	82,400	2,649 000
		Underground	0.9	21,122 000	2.12	44,700	1,437 000
		Total		58,430 000	2.18	127,100	4,087 000
	Pahtavaara	Open Pit	0.5	900,000	2.20	1,900	60,000
		Underground	1.5	1,000,000	3.70	3,700	120,000
		Total		1,900,000	3.00	5,600	180,000
Total				60,331,000	2.20	132,700	4,267,000
Inferred	Ikkari	Open Pit	0.4	1,271 000	0.81	1,000	33,000
		Underground	0.9	2,305 000	1.39	3,200	103,000
		Total		3,576 000	1.18	4,200	136,000
	Pahtavaara	Open Pit	0.5	3,700,000	1.60	5,900	190,000
		Underground	1.5	2,200,000	3.10	6,800	220,000
		Total		5,900,000	2.10	13,000	410,000
	Heinä Central	Open Pit	0.5	2,200,000	1.70	3,800	120,000
		Underground	1.2	400,000	2.10	900	30,000
		Total		2,700,000	1.80	4,700	150,000
		Total				12,176,000	1.78

The Mineral Resource Estimates for the Ikkari, Pahtavaara and Heinä Central deposits, have been prepared in accordance with NI 43-101 and following the requirements of Form 43-101F1. The methodology used to determine the Mineral Resource Estimate is consistent with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Estimation of Mineral Resource and Mineral Reserves Best Practices Guidelines (November 2019) and was classified following CIM Definition Standards for Mineral Resources & Mineral Reserves (May 2014). Readers are cautioned that Mineral Resources are not Mineral Reserves, and do not demonstrate economic viability. There is no certainty that all, or any part, of this Mineral Resource will be converted into Mineral Reserve. Inferred Mineral Resources are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as Mineral Reserves. Ounces are reported as troy ounces, and grade as grams per tonne (g/t). Tonnes and ounces are rounded to the nearest 1,000 with kilograms rounded to the nearest 100, numbers may be affected by rounding. The QP for the Ikkari Mineral Resource estimate is Mr. Brian Thomas, P.Geo., an independent QP, as defined under NI43-101 and an employee of WSP Canada Inc. based in Sudbury, Ontario, Canada. The effective date of this Mineral Resource estimate is October 24, 2023. The Mineral Resource Estimate for Ikkari was interpolated using the Ordinary Kriging (OK). Cut-off grade defined by Gold Price, \$1700/oz, Metallurgical Recovery 95%, Open Pit Mining Costs \$2.9/t, Underground Mining Cost \$29/t, Processing Cost \$11.30/t, G&A, Rehabilitation & Closure \$4.8/t, Royalty 0.75%. Open pit resources constrained within a Whittle Optimized open pit shell using the above assumptions with a 26m offset to the property boundary enforced. UG resources constrained within the estimation domains to meet the RPEEE criteria for UG mining.

The Pahtavaara and Heinä Central Mineral Resource Estimates were prepared by Brian Wolfe, Principal Consultant, International Resource Solutions Pty Ltd., an independent QP under NI 43-101. The effective date of the Pahtavaara and Heinä Central Mineral Resource Estimates was November 28, 2022. The Mineral Resource Estimate for Pahtavaara was interpolated using the Multiple Indicator Kriging (MIK). Cut-off grade defined by Gold Price, \$1650/oz, Metallurgical Recovery 89%, Open Pit Mining Costs \$2.6/t, Underground Mining Cost \$49.6/t, Processing Cost \$10.20/t, Other \$1.0/t, G&A incl Royalties & Refining \$4.1/t. Open pit resources constrained within a designed Open Pit shell using the above assumptions. UG resources reported as those outside of the designed Open Pit. The Mineral Resource Estimate for Heinä Central was interpolated using the Ordinary Kriging (OK). Cut-off grade defined by Gold Price, \$1650/oz, Metallurgical Recovery 78%, Open Pit Mining Costs \$2.5/t, Underground Mining Cost \$30/t, Processing Cost \$10/t, Other \$3.2/t, G&A incl Royalties & Refining \$1.7/t. No copper credit included. Open pit resource constrained within Whittle optimized shell and as an UG resource outside

Gold Centre Property, Ontario

The Company holds an interest in a mining lease consisting of mineral claims located in the Balmer Township, Red Lake Mining Division of Ontario, adjacent to Evolution Mining's Red Lake mine. The mining lease encompassing the Gold Centre property is valid until 2036. In August 2020, Rupert entered into an arm's length, definitive agreement to joint venture the Company's Gold Centre property in Red Lake, Ontario with Trillium Gold Mines Ltd (TSX-V: TGM) ("**Trillium**"), which in July 2023 changed its name to Renegade Gold (TSX-V: RAGE) ("**Renegade**"). Further to exploration activities conducted under the joint venture between the Company and Trillium / Renegade, the Company received in September 2023 a notice of termination from Renegade and therefore the permits comprising the Gold Centre Property are expected to return to being fully held by the Company, which will be considering its future options regarding this non-core asset. Pursuant to this joint venture, the Company currently holds 150,000 shares in Renegade.

Discussion of Operations

During the nine months ended November 30, 2023 and up to the date of this document, Rupert's operational activities have been focussed on the Rupert Lapland Project Area and Ikkari in particular.

Rupert Lapland Project Area

Regional Exploration Program, including Ikkari

The regional exploration program at the Rupert Lapland Project Area is designed to identify and evaluate the mineral potential contained in Rupert's land package in the CLGB.

Since July 2020 the Company has been engaged in a diamond drill program to further evaluate discoveries made within the Rupert Lapland Project Area, including Ikkari, as well as continuing to generate new targets through base of till ("**BoT**") sampling, which continues across the Rupert Lapland Project Area and specifically over geophysical anomalies of interest.

Ikkari Preliminary Economic Assessment and Related Studies

Following publication in September 2021 of a maiden MRE for Ikkari, and further to on-going regional diamond and BoT drilling and sampling programs, in November 2022 the Company completed and announced the results of the Ikkari PEA, with the relevant NI 43-101-compliant technical report filed on Sedar in March 2023. The MRE was further updated in November 2023 with the relevant NI 43-101-compliant technical report filed on Sedar in December 2023. (see: "*Company Overview – Ikkari*").

The Ikkari PEA and the Updated Ikkari MRE have served *inter alia* as the basis for the Pre-feasibility Study ("**Ikkari PFS**") that was initiated during the nine months ended November 30, 2023, the parameters of which are currently being optimized.

Ikkari Project Drilling

The 2022/23 drill program was completed during the second calendar quarter of 2023, comprising some 68,000 metres ("**m**") of drilling, with circa 30,000m allocated to Ikkari infill drilling. Near-term resource addition and the conversion of Inferred Resources to Indicated Resources were points of particular focus for the Company and Updated Ikkari MRE was filed on SEDAR in December 2023.

During the 2023/24 winter drilling season, which commenced during the third calendar quarter of 2023, additional drilling programmes are planned to principally test further extensions, including at depth, and provide further geotechnical, hydrogeological and metallurgical datapoints which will eventually feed into a Feasibility Study for Ikkari, which is expected to follow on from successful completion of the Ikkari PFS in calendar 2024.

Continuing Exploration

On-going exploration is a further key focus. Following an update to the structural model for the Ikkari deposit, exploration is focussed on the interpreted continuation of the Ikkari trend. New targets within

the Rupert Lapland Project Area are being generated and tested through BoT sampling, geophysical programs and scout diamond drilling as appropriate, with the 2023/24 field season currently underway.

Advancing Permitting and Environmental Work

Permitting, specifically progression of the Environmental Impact Assessment (“EIA”) Programme and Land Use Planning is also a key focus of the Company. The EIA Programme was initially presented to the respective authorities on November 30, 2022 and formally started the environmental permitting process, with the aim of securing an environmental permit and thereafter a mining licence for Ikkari, in addition to those already held at Pahtavaara. The Company formally filed an EIA Programme with authorities during the second calendar quarter of 2023 and plans to file EIA documents during the second half of 2024.

As part of this process the Company continues with numerous baseline environmental assessments, as well as on-going engagement across all stakeholder groups. The Ikkari PFS is drawing from these processes as appropriate.

Pahtavaara Mine

The Ikkari PEA has identified the opportunity to develop Pahtavaara later in the life of the Ikkari operation as a satellite mine to a new central processing facility at Ikkari. This would allow Pahtavaara to benefit from cost synergies and shared infrastructure (see “*Description of Business*”). In the meantime, the Company is placing Pahtavaara under long term care and maintenance, while maintaining the relevant operational permits.

During the nine months ended November 30, 2023, the Company spent \$22,931,986 (nine months ended November 30, 2022 - \$22,936,205) on general exploration costs and purchase of property, plant and equipment (see “*Analysis of Exploration and Evaluation Assets*”).

Pahtavaara mine environmental bond

Following submission of a revised long term closure plan for the Pahtavaara Mine in late 2019 and further updates to this in 2021, the Company in March 2023 received notice from the Regional State Administrative Authority (“PSAVI”) that it is seeking to increase the environmental bond for Pahtavaara to EUR14.2 million (approximately \$21 million). PSAVI has assumed a requirement to source moraine material from outside of the current mining permit area and place this over all existing waste structures to a thickness of up to 80cm.

The Company’s proposed closure plan considered three options varying from a low CO² emission design through to the use of 30cm of moraine cover sourced from the mine site and similar to the historic closure permit. The company has been conducting trials to show the efficacy of direct seeding of the tailings facility, which makes up 74% of the area of total waste structures at Pahtavaara, and has a permit granted to continue these trials until the end of 2024. Results to-date have demonstrated the potential for this to be suitable low impact long-term closure solution. The Company has filed an appeal and will continue to liaise with the relevant authorities to arrive at the optimal long-term solution to plan for mine closure in line with industry best practice. An updated closure plan proposal will be submitted in 2025, following further work. The Company’s announcement of March 21, 2023 refers.

Other developments during the nine months ended November 30, 2023

On March 2, 2023, the Company granted 51,546 PSUs to a certain employee of the Company. The number of PSUs estimated to vest is 51,546, based on the level of achievement of certain corporate and individual performance objectives. The PSUs are estimated to vest 1/6 on each of March 1, 2024, March 1, 2025 and March 1, 2026, and 1/2 on December 31, 2023 based on certain corporate performance objectives.

On March 2, 2023, the Company granted 91,575 stock options at a price of \$4.85 per share to a certain employee of the Company, expiring on March 1, 2028. The options vest 1/3 on each of March 1, 2024, March 1, 2025 and March 1, 2026.

On March 21, 2023 the Company announced drilling results from its 2022-23 exploration program and provided further project updates, including information, subsequent to a notification from the relevant authorities, on an eventual increase to the environmental bond on the Pahtavaara mine site.

On May 23, 2023, the Company announced the results from further drilling at Ikkari.

On May 31, 2023, the Company granted 181,426 PSUs to a certain employees of the Company. A fair value of \$691,232 was determined based on the fair value of the Company's share price on the date of grant. The PSUs are expected to vest in two separate tranches of 120,951 and 60,475 based on the achievement of certain corporate performance objectives. The tranches are estimated to vest on September 30, 2024 and June 30, 2024, respectively, based on certain corporate performance objectives.

On May 31, 2023, the Company granted 474,789 stock options at a price of \$3.81 per share to a certain employees of the Company, expiring on May 30, 2028. The options vest 1/3 on each of May 30, 2024, May 30, 2025 and May 30, 2026.

On July 10, 2023 the Company announced that it had published its Sustainability Report for the 2022 calendar year.

On August 16, 2023, an update was provided by the Company regarding drilling at Ikkari and Ikkari North, as well as the commencement of the 2023/24 programme.

On September 15, 2023 and on October 26, 2023 the Company announced respectively the retirement of Mr. Mike Sutton from the Board of Directors of the Company and the appointment of Mr Andre Lauzon as an independent Non-Executive Director.

On October 23, 2023, the Company granted 200,000 stock options at a price of \$3.42 per share to a certain director of the Company, expiring on October 22, 2028. The options vest 1/3 on each of October 22, 2024, October 22, 2025 and October 22, 2026.

On November 28, 2023 the Company announced the Updated Ikkari MRE. The relevant technical report was filed on Sedar on December 12, 2023.

During the nine months ended November 30, 2023, the Company settled 97,361 performance share units ("PSUs"). 62,075 of the PSUs were exercised into common shares and 35,286 PSUs were settled through a cash payment of \$173,786.

During the nine months ended November 30, 2023, 1,685,000 stock options were exercised at a price of \$0.87 to \$3.20 per share for total proceeds of \$2,032,200.

Other Events after the Reporting Period

On December 11, 2023 the appointment of Mr Bill Washington as an independent non-Executive Director was announced by the Company.

On December 7, 2023, the Company granted 200,000 stock options at a price of \$4.12 per share to a certain employees of the Company, expiring on December 6, 2028. The options vest 1/3 on each of December 6, 2024, December 6, 2025 and December 6, 2026.

Status, Plans and Expenditures

As at the date hereof, the Company's mineral properties are at the exploration and development stage. The Company's core focus for approximately the following twelve months remains to further advance its assets within the Rupert Lapland Project Area, in particular Ikkari, including the following:

- 1) **Project Studies.** Further to the completion of the Updated Ikkari MRE during the fourth calendar quarter of 2023 and the Ikkari PEA in November 2022, the Company is currently progressing the Ikkari PFS.
- 2) **Ikkari follow-up exploration.** Continued in-fill and step out diamond drilling at Ikkari aimed at furthering the Company's understanding of Ikkari and extending the mineralised system.
- 3) **Continuing exploration in the Rupert Lapland Project Area.** Continued exploration activities at other previously identified targets elsewhere in the Rupert Lapland Project Area, including Heinä South, Ikkari North, and Heinä Central, with the aim to demonstrate the potential scale of the discoveries and define potentially new economic mineralisation in the area.
- 4) **Generative exploration.** Identify further gold anomalies using geophysics, geochemical analysis of base of till samples and geological mapping and sampling elsewhere within the Rupert Lapland Project Area, including but not limited to, at Kuusajärvi, Sikavaara and Area 51. These are being followed up using diamond drilling as appropriate to define potential.
- 5) **Licences and Permits.** Comprise payments to landowners &/or licencing authorities in relation to mineral rights held.
- 6) **Permitting and Environmental.** An EIA process is underway at Ikkari, with the aim of securing an environmental permit for Ikkari in addition to that already held at Pahtavaara. Permitting, specifically the progression of the EIA Programme and Land Use Planning is also a key focus of the Company. The Company filed an EIA programme with authorities during the second calendar quarter of 2023 and plans to file EIA documents by the second half of 2024.
- 7) **Geological Studies.** Further to the exploration programmes outlined in 1) to 4) above, the Company utilises a small number of external consultants to undertake structural and geophysical interpretations to enhance its exploration.

The combined cost for the above for the 12 months to end-February 2024 is approximately \$35 million with circa 45,000 metres of diamond drilling planned for the 2023/24 season.

See "*Statement Regarding Forward-Looking Information*" and "*Risks and Uncertainties*".

During the nine months ended November 30, 2023 the Company spent approximately \$20.4 million at the Rupert Lapland Project Area (nine months ended November 30, 2022: \$20.3 million). (See "*Analysis of Exploration and Evaluation Assets*").

Additional financing will be required to fund operating expenses through further exploration and development activities. (See "*Liquidity and Capital Resources*").

There have been no actual or anticipated changes which would adversely affect the financial condition or performance of the Company, nor industry or economic factors that would affect the Company's performance.

Costs incurred by the Company up to November 30, 2023 on the Rupert Lapland Project Area amounted to \$122 million on a cumulative basis.

Achievement of plans and milestones in the nine months ended November 30, 2023

The key plans and milestones of the Company for the nine months ended November 30, 2023 were as follows:

- File the EIA program with the relevant authorities and advance with relevant environmental studies and stakeholder outreach activities
- Complete and publish the Updated Ikkari MRE
- Initiate the Ikkari PFS, further to completion in November 2022 of the Ikkari PEA
- Continue to undertake regional exploration to demonstrate the potential for other gold and base metal occurrences within the Rupert Lapland Project Area
- Advance with the longer-term care and maintenance program for Pahtavaara mine

The development of Ikkari during the nine months ended November 30, 2023 and up to the date of this document was consistent with these plans. In particular the Company:

- The EIA program was submitted to the authorities at the end of April 2023 and the official hearing phase finished in July. Feedback was received in August 2023
- The Updated Ikkari MRE was announced in November 2023
- The Ikkari PFS has been initiated and continues to progress according to plan
- A dismantling program for Pahtavaara underground mine (only) was presented to the authorities in May 2023 and is now well advanced
- Completed successful drilling programs in the Rupert Lapland Project Area which continue to demonstrate previously unidentified mineralisation. The campaign to identify and follow up new targets continues

For further discussion of the above, see “*Discussion of Operations*”, “*Other developments during the nine months ended November 30, 2023*” and “*Other Events after the Reporting Period*”.

Risks and Uncertainties

In common with other companies operating in natural resources exploration, the Company is subject to ongoing risk factors and uncertainties, including, among others, title risks, commodity prices, liquidity and financing risks, exchange rate risks, permitting risks, operating and environmental hazards encountered in the exploration, development and mining business and changing laws and public policies, as well as the risks disclosed elsewhere in this MD&A. Risk management is the responsibility of the Company’s management team, with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance on overall risk management.

Summary of Financial and Operating Performance

Summary of Overall Financial Performance

The Company reports in Canadian dollars. The functional currency of the Company assets in Finland is the Euro. The presentational currency of the Company is Canadian Dollars. The financial statements of the Company for the three and nine months November 30, 2023 are prepared in accordance with IFRS as issued by the IASB.

	Three Months Ended November 30, 2023	Three Months Ended November 30, 2022	Nine Months Ended November 31, 2023	Nine Months Ended November 30, 2022
	\$	\$	\$	\$
Net loss	(1,338,538)	(1,436,691)	(7,266,829)	(6,531,141)

	Three Months Ended November 30, 2023 \$	Three Months Ended November 30, 2022 \$	Nine Months Ended November 31, 2023 \$	Nine Months Ended November 30, 2022 \$
Cash and cash equivalents	43,605,144	28,994,038	43,605,144	28,994,038
Exploration assets	122,001,354	90,104,756	122,001,354	90,104,756
Net assets	160,913,143	116,590,505	160,913,143	116,590,505

The net loss for the Company of \$1,338,538 for the three months ended November 30, 2023 (three months ended November 30, 2022: \$1,436,691) was after the following principal items:

- General and Administrative (“**G&A**”) costs of \$1,384,480 for the three months ended November 30, 2023 (three months ended November 30, 2022: \$1,378,714). See “*Results from Operations*”.
- Share-based payments of \$546,116 for the three months ended November 30, 2023 (three months ended November 30, 2022: \$677,912).
- Gain on redemption of treasury bills of \$307,882 for the three months ended November 30, 2023 (three months ended November 30, 2022: \$nil).
- Unrealized loss on marketable securities of \$208,871 for the three months ended November 30, 2023 (three months ended November 30, 2022: unrealized gain of \$20,000).
- Foreign exchange gain of \$317,200 for the three months ended November 30, 2023 (three months ended November 30, 2022: \$622,766).

The net loss for the Company of \$7,266,829 for the nine months November 30, 2023 (nine months November 30, 2022: \$6,531,141) was after the following principal items:

- General and Administrative (“**G&A**”) costs of \$4,993,921 for the nine months November 30, 2023 (nine months November 30, 2022: \$4,093,383). See “*Results from Operations*”.
- Share-based payments of \$2,003,295 for the nine months ended November 30, 2023 (nine months ended November 30, 2022: \$2,163,720).
- Gain on redemption of treasury bills of \$834,926 for the nine months November 30, 2023 (nine months November 30, 2022: \$nil).
- Unrealized loss on marketable securities of \$1,388,518 for the nine months November 30, 2023 (nine months November 30, 2022: \$265,000).
- Accretion and interest income of \$565,639 for the nine months November 30, 2023 (nine months November 30, 2022: accretion and interest expense of \$5,826).
- Foreign exchange loss of \$273,414 for the nine months ended November 30, 2023 (nine months ended November 30, 2022: Foreign exchange gain of \$57,028).

Further analysis of total comprehensive income/(loss) is contained in the section “*Results from Operations*”.

The cash levels of the Company as at November 30, 2023 and November 30, 2022 vary due to the timing and quantum of financing by the Company (see “*Outstanding Share Data*”), as well as the level of expenditures by the Company on exploration and administrative activities (see “*Results from Operations*” and “*Analysis of Exploration and Evaluation Assets*”).

The movement in exploration assets between November 30, 2023 and November 30, 2022 is a function of exploration expenditure during the year, together with foreign exchange movements and any asset sales, impairments or revaluations during the period. (See “*Analysis of Exploration and Evaluation Assets*”).

Comparison of Financial Condition

The financial condition of the Company is primarily measured by the reserves of cash and cash equivalents, and the level of net assets. As of November 30, 2023 the Company held cash and cash equivalents of \$43,605,144 (February 28, 2023: \$70,499,292). As of November 30, 2023, the Company had net assets of \$160,913,143 (February 28, 2023: \$161,214,852). The net assets of the Company have decreased over the nine months ended November 30, 2023 primarily due to the general and administrative expenses and expenditure on exploration and evaluation assets. Net assets are also impacted by the operating performance of the Company (see “*Summary of Financial and Operating Performance - Results from Operations*”).

Summary of Cash Flows

	Nine Months Ended November 30, 2023 \$	Nine Months Ended November 30, 2022 \$
Net cash absorbed in operating activities	(5,765,313)	(5,916,594)
Net cash absorbed in investing activities	(22,934,069)	(22,990,844)
Net cash flow generated from financing activities	1,805,234	12,626,066
Net increase/(decrease) in cash and cash equivalents	(26,894,148)	(16,281,372)

The net cash flows used in operating activities for the nine months ended November 30, 2023 and November 30, 2022 are driven by activities in the management and development of the Rupert Lapland Project Area. The change between November 30, 2023 and November 30, 2022 is primarily attributed to spend on corporate and administrative costs, shared-based payments, unrealized loss on marketable securities, together with variations arising from fluctuations in trade and other receivables and payables.

Cash used in investing activities decreased to \$22,934,069 for the nine months ended November 30, 2023 as compared to \$22,990,844 for the nine months ended November 30, 2022. The marginally lower spend in the nine months ended November 30, 2023 as compared to the prior period was principally driven by lower expenditure on property, plant and equipment.

Cash flows from financing activities for the nine months ended November 30, 2023 arose primarily from exercising of share options. Cash flows from financing activities in the nine months ended November 30, 2022 arose primarily from exercising of warrants held by Agnico Eagle Mines Ltd. (see “*Outstanding share data*”).

Quarterly Financial Information

The Company reports in Canadian Dollars. The functional currency of Pahtavaara is the Euro. The financial statements for the Company were prepared in accordance with IFRS as issued by the IASB.

Quarter Ended	November 30, 2023 (\$)	August 31, 2023 (\$)	May 31, 2023 (\$)	February 28, 2023 (\$)	November 30, 2022 (\$)	August 31, 2022 (\$)	May 31, 2022 (\$)	February 28, 2022 (\$)
Revenue	—	—	—	—	—	—	—	—
Profit/(loss) from continuing operations ⁽¹⁾	(1,338,538)	(3,310,860)	(2,617,431)	(6,568,828)	(1,436,691)	(3,054,631)	(2,039,819)	(2,628,389)

Quarter Ended	November 30, 2023 (\$)	August 31, 2023 (\$)	May 31, 2023 (\$)	February 28, 2023 (\$)	November 30, 2022 (\$)	August 31, 2022 (\$)	May 31, 2022 (\$)	February 28, 2022 (\$)
Total comprehensive income/(loss) attributable to owners of the parent⁽²⁾	(308,922)	(1,547,544)	(2,306,952)	(4,099,956)	3,744,713	(5,173,267)	(5,144,977)	(3,660,998)
Profit/(loss) from continuing operations per share⁽³⁾	(0.01)	(0.02)	(0.01)	(0.03)	(0.01)	(0.02)	(0.01)	(0.01)
Total comprehensive earnings/(loss) per share⁽³⁾	(0.00)	(0.01)	(0.01)	(0.02)	0.02	(0.03)	(0.03)	(0.02)

Notes

- (1) Disclosed as "Net loss for the period"
- (2) Disclosed as "Net loss and Comprehensive loss for the period"
- (3) Basic and diluted

Quarter on quarter variations in loss from continuing operations are driven by movements in general and administration costs, including non-cash share-based payments. Total comprehensive income attributable to owners of the parent additionally reflects currency translation differences arising on translation of foreign operations.

Results from Operations

	Three Months Ended November 30, 2023 \$	Three Months Ended November 30, 2022 \$	Nine Months Ended November 30, 2023 \$	Nine Months Ended November 30, 2022 \$
Analysis of Operating Loss:				
General and Administration Costs				
Salaries and benefits	(484,106)	(615,763)	(1,529,427)	(1,622,191)
Overheads, maintenance and other costs	(539,358)	(240,594)	(1,259,016)	(1,284,142)
Professional fees	(187,420)	(215,846)	(456,141)	(452,412)
Shareholder communications	(31,891)	(107,866)	(122,103)	(227,979)
Transfer agent	(51,407)	(46,493)	(93,507)	(86,743)
Travel and vehicle operating costs	(95,276)	(71,519)	(314,087)	(219,861)
Consulting	(5,263)	(56,729)	(6,104)	(90,887)
Investigation of prospective property interests	12,116	(9,500)	(1,141,259)	(22,104)
Regulatory fees	(1,875)	(14,404)	(72,277)	(87,064)
Total General and administrative costs	(1,384,480)	(1,378,714)	(4,993,921)	(4,093,383)
Share-based payments (non-cash)	(546,116)	(677,912)	(2,003,295)	(2,163,720)
Depreciation	64,774	(21,159)	(60,184)	(60,340)
Gain on sale of property	26,000	0	26,000	0
Loss before other items	(1,839,822)	(2,077,785)	(7,031,400)	(6,317,443)
Gain on redemption of treasury bills	307,882	0	834,926	0
Unrealized (loss) gain on marketable securities	(208,871)	20,000	(1,388,518)	(265,000)
Foreign exchange (loss) gain	317,200	622,766	(273,414)	57,028
Accretion and interest income (expense)	85,087	(1,672)	565,639	(5,826)
Other income (expense)	(14)	0	25,938	100
Net loss before income taxes	(1,338,538)	(1,436,691)	(7,266,829)	(6,531,141)
Deferred income tax recovery	0	0	0	0
Net loss for the period	(1,338,538)	(1,436,691)	(7,266,829)	(6,531,141)
Currency translation differences	1,029,616	5,181,404	3,103,411	(42,390)
Net (loss) gain and Comprehensive (loss) gain for the period	(308,922)	3,744,713	(4,163,418)	(6,573,531)

Rupert's net loss for the three months ended November 30, 2023 totaled \$1,338,538, with basic and diluted loss per share of \$0.01. This compares with a net loss of \$1,436,691 with basic and diluted loss per share of \$0.01 for the three months ended November 30, 2022. No revenue was recorded in either period.

The net loss decreased by \$98,153 due to the following:

Significant factors in line items that caused the decrease in loss for the three-month period ended November 30, 2023 as compared to the three-month period ended November 30, 2022 were as follows:

- General and administrative cost increased by \$5,766 to \$1,384,480 for the three-month period ended November 30, 2023 primarily due to an increase in overhead, maintenance and other costs, partially offset by decreases in salaries and benefits, shareholder communications, and consulting.
- Share-based payments decreased by \$131,796 to \$546,116 for the three-month period ended November 30, 2023 due to the vesting of stock options and PSUs granted. Share-based payments will vary from period to period depending upon the number of options and PSUs granted and vested during a period and the fair value of the options and PSUs calculated as at the grant date.
- Gain on redemption of treasury bills of \$307,882 for the three-month period ended November 30, 2023 due to gains recorded on redemption of treasury bills (three-month period ended November 30, 2022: \$nil).
- Unrealized loss on marketable securities increased by \$228,871 to \$208,871 for the three-month period ended November 30, 2023 due to the decrease in fair value of the common shares of Renegade Gold Inc. and Northgold AB held by the Company.
- Foreign exchange gain decreased by \$305,566 to \$317,200 for the three-month period ended November 30, 2023.

Rupert's net loss for the nine-month period ended November 30, 2023 totaled \$7,266,829, with basic and diluted loss per share of \$0.04. This compares with a net loss of \$6,531,141, with basic and diluted loss per share of \$0.03 for the nine-month period ended November 30, 2022. No revenue was recorded in either period.

The net loss increased by \$735,688 due to the following:

Significant factors in line items that caused the increase in loss for the nine-month period ended November 30, 2023 as compared to the nine-month period ended November 30, 2022 were as follows:

- General and administrative cost increased by \$900,538 to \$4,993,921 for the nine-month period ended November 30, 2023 primarily due to increases in investigation of prospective property interest, and travel and vehicle operating costs, partially offset by decreases in shareholder communications, salaries and benefits, and consulting.
- Share-based payments decreased by \$160,425 to \$2,003,295 for the nine-month period ended November 30, 2023 due to the vesting of stock options and PSUs granted. Share-based payments will vary from period to period depending upon the number of options and PSUs granted and vested during a period and the fair value of the options and PSUs calculated as at the grant date.
- Gain on redemption of treasury bills of \$834,926 for the nine-month period ended November 30, 2023 due to gains recorded on redemption of treasury bills (nine-month period ended November 30, 2022: \$nil).
- Unrealized loss on marketable securities increased by \$1,123,518 to \$1,388,518 for the nine-month period ended November 30, 2023 due to the decrease in fair value of the common shares of Renegade Gold Inc. and Northgold AB held by the Company.
- Accretion and interest income increased by \$571,465 to \$565,639 for the nine-month period ended November 30, 2023.

- Foreign exchange loss increased by \$330,442 to \$273,414 for the nine-month period ended November 30, 2023.

For analysis regarding how these expenditures related to relevant milestones for Ikkari and anticipated timing and costs to advance Ikkari to further stages, see “*Status, Plans and Expenditures*” and “*Achievement of Plans and Milestones in the nine months ended November 30, 2023*”. For analysis of net movement in exploration and evaluation assets and explanation of the Company’s exploration activities in 2023/24, see “*Analysis of Exploration and Evaluation Assets*.”

Analysis of Exploration and Evaluation Assets

	Hirsikangas (\$)	Rupert Lapland Project Area (\$)	Total (\$)
Net Book Value			
As at March 1, 2022	4,291,690	64,337,073	68,628,763
Additions	665,579	21,218,040	21,883,619
Disposals	-	-	-
Impairments	-	-	-
Exchange rate movements	(19,965)	(387,661)	(407,626)
As at November 30, 2022	4,937,304	85,167,452	90,104,756
As at March 1, 2023	-	96,628,131	96,628,131
Additions	-	22,721,182	22,721,182
Disposals	-	-	-
Impairments	-	-	-
Exchange rate movements	-	2,652,041	2,652,041
Net book value as at November 30, 2023	-	122,001,354	122,001,354

Exploration Costs within exploration and evaluation assets comprise all costs directly attributable to the exploration of a project area and which are capitalised to that project. The accounting policies of the Company specify that exploration costs are to be denominated in the functional currency of the country in which the asset is located. The Rupert Lapland Project Area assets are located in Finland and is thus denominated in Euros.

Exploration costs capitalised in the nine months ended November 30, 2023 and November 30, 2022 of \$22,721,182 and \$21,218,040, respectively, at the Rupert Lapland Project Area included the continuation of a programmes primarily focused on Ikkari, (see: “*Discussion of Operations: Rupert Lapland Project Area*”).

Further analysis of the expenditure on exploration and evaluation assets during the nine months ended November 30, 2023 and November 30, 2022 is set out below:

Hirsikangas	Nine Months Ended November 30, 2023 \$	Nine Months Ended November 30, 2022 \$
Licenses and permits and staking	Nil	287,160
Drilling	Nil	136,260

Geophysics	Nil	170,830
Salaries	Nil	71,329
Total	Nil	665,579

Hirsikangas was disposed of in February 2023.

Rupert Lapland Project Area	Nine Months Ended November 30, 2023 \$	Nine Months Ended November 30, 2022 \$
Property taxes	15,496	12,623
Licenses and permits and staking	1,455,515	1,281,156
ARO increase	2,297,582	1,455,346
Assays	3,529,457	4,275,663
Consulting	1,122,906	2,008,785
Geophysics	789,185	394,676
Drilling incl. fuel	7,285,188	8,146,188
Equipment rental and software	228,725	160,015
Transportation	239,557	238,260
Pre-feasibility study	1,114,851	Nil
Utilities	143,791	153,046
Salaries	3,115,078	2,039,477
Environmental	1,225,185	922,299
Depreciation	158,666	130,506
Total	22,721,182	21,218,040

Outstanding Share Data

	Period to November 30, 2023 (000's)	Period to November 30, 2023 (\$)	Period to November 30, 2022 (000's)	Period to November 30, 2022 (\$)
Issued and fully paid				
Ordinary Shares				
At March 1	202,142,348	228,288,990	178,609,594	159,355,523
Warrants exercised	-	-	11,543,704 ⁽³⁾	14,630,490 ⁽³⁾
Share options exercised	1,685,000 ⁽²⁾	3,400,796 ⁽²⁾	1,145,000 ⁽²⁾	2,458,069 ⁽²⁾
Shares issued on vesting of PSUs	62,075 ⁽¹⁾	260,715 ⁽¹⁾	46,550 ⁽¹⁾	195,510 ⁽¹⁾
At end-November	203,889,423	228,950,501	191,344,848	176,639,592

Notes

- (1) During the nine months ended November 30, 2023, the Company settled 97,361 (nine months ended November 30, 2022 - 70,000) performance share units ("PSUs"). 62,075 (nine months ended November 30, 2022 - 46,500) of the

PSUs were exercised into common shares and \$260,715 (nine months ended November 30, 2022 - \$195,510) was reclassified from contributed surplus to share capital. 35,286 (nine months ended November 30, 2022 - 23,500) PSUs were settled through a cash payment of \$173,786 (nine months ended November 30, 2022 - \$86,296).

- (2) During the nine months ended November 30, 2023, 1,685,000 (nine months ended November 30, 2022 - 1,145,000) stock options were exercised at a price of \$0.87 to \$3.20 (nine months ended November 30, 2022 - \$0.87 to \$3.20) per share for total proceeds of \$2,032,200 (nine months ended November 30, 2022 - \$1,217,700). The options exercised had a grant date fair value of \$1,368,596 (nine months ended November 30, 2022 - \$1,240,369) initially recognized in contributed surplus which was transferred to share capital upon exercise of the options.
- (3) During the nine months ended November 30, 2023, nil (nine months ended November 30, 2022 - 11,543,704) warrants were exercised at a price of \$nil (nine months ended November 30, 2022 - \$1.00) per share for total proceeds of \$nil (nine months ended November 30, 2022 - \$11,543,704). The warrants exercised had a grant date fair value of \$nil (nine months ended November 30, 2022 - \$3,086,786) initially recognized in warrants reserve which was transferred to share capital upon exercise of the warrants.

Stock Options, Warrants and Performance Share Units in the Company

The total options outstanding as at the date hereof amount to 5,093,481 with a weighted average exercise price of \$3.21, and which will be fully vested by December 5, 2026. The Company also issues Performance Share Units to certain members of the management. The total performance share units outstanding as at the date hereof amount to 443,824, which will be fully vested by March 1, 2026.

The Company recognises as an expense the cost of warrants and/or stock-based compensation based upon the estimated fair value of new stock options or warrants granted. The fair value of each stock option or warrant is estimated on the date of grant using the Black-Scholes option pricing model and is expensed over the vesting period.

There were no warrants outstanding as at the date hereof.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Liquidity, Capital Resources and Financial Instruments

The Company is not in commercial production on any of its properties and accordingly it does not generate cash from operations and finances its activities by raising capital through issue of equity and convertible debentures.

As at November 30, 2023, the Company had in cash at bank and cash equivalents of \$43,605,144 (as at February 28, 2023: \$70,499,292) and current liabilities of \$4,243,420 (February 28, 2023 - \$6,992,716). The Company does not enter into lease arrangements or debt facilities to cover working capital requirements.

The Company endeavours to hold all cash and cash equivalents in interest bearing accounts. The Company has not invested in any short-term commercial paper, asset-backed securities or other financial instruments. There are no known or expected trends or fluctuations in the Company's capital resources and which would have a material impact on the capital resources of the Company. The Company mitigates risks associated with its cash holdings by reviewing the credit ratings of banks with which it places those holdings. Cash holdings kept in Finland are limited to cover short term needs only.

In management's view the Company will secure sufficient financial resources to fund currently planned exploration programmes and ongoing operating expenditures over at least the next 12 months. The plans for the Company in the fiscal year 2023/24 and into fiscal year 2024/25 are to continue with exploration and development activities in the Rupert Lapland Project Area. (see "*Status, Plans and Expenditures*").

Expenditure plans are reviewed and adjusted on a regular basis as appropriate and in line with the financial resources of the Company. Financial commitments are not given to third parties where they would result in undue risk to the financial solvency of the Company going forwards. Payments will be required to maintain the Company's concessions in Finland in good standing and the Company ensures that it holds sufficient financial reserves to meet those payments. The Company only commits to future

payments and exploration programmes once it already has the required financial resources to do so. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company.

There are no legal or practical restrictions on the repatriation out of Finland of capital and profits.

As of the date of this document, the Company holds sufficient working capital to meet its contractual obligations and carry out its planned activities for at least 12 months from the date of this document. It will continue to be dependent on raising equity capital as required until and unless it reaches the production stage and generates cash flow from operations. To date the Company has been successful in raising funding from investors and believes that it will continue to be able to attract financial capital as it progressively de-risks and advances Ikkari.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate.

In order to diversify its cash reserve holdings, the Company has acquired certain Canadian and European sovereign treasury bills. There were no other changes in the Company's approach to capital management during the nine months ended November 30, 2023.

Contractual Obligations

\$	<i>Payments Due by Period</i>				
	<i>Total (\$)</i>	<i>Less than 1 year (\$)</i>	<i>1 – 3 years (\$)</i>	<i>4 – 5 years (\$)</i>	<i>Greater than 5 years (\$)</i>
Asset retirement obligation ⁽¹⁾	11,336,931	Nil	Nil	Nil	11,336,931
Lease liability ⁽²⁾	69,882	69,882	Nil	Nil	Nil

Notes

(1) On August 30, 2016, as part of the acquisition of the Pahtavaara Gold Mine, the Company recognized obligations for future site restoration. The amounts and timing of the closure plans will vary depending on a number of factors including alternative mine plans and applicable regulations. The total undiscounted contracted amount required to settle obligations related to Pahtavaara were EURO 873,500, for which the Company purchased environmental bonds to the same value and disclosed as part of restricted cash on the balance sheet of the Company.

(2) The lease liability consist of a lease of office space with a three-year term under a lease agreement. The undiscounted contractual balance of the lease liability is \$71,789.

The cost of maintaining the concession areas of the Company over the 12 months through to end-November 2024 by payment of taxes is expected to total approximately \$1.9 million and has been included in the expenditure plans of the Company.

The Company is not in arrears nor believes that it will be at risk of default with its suppliers and regarding its lease payments. It has no plans to pay dividends until it has commenced commercial production. There are no capital expenditure commitments and no sources of funding that the Company has arranged but not yet used.

Transactions with Related Parties

Remuneration and benefits of key management personnel and directors of the Company were as follows:

Salaries and benefits ⁽¹⁾	Three Months Ended November 30, 2023 \$	Three Months Ended November 30, 2022 \$	Nine Months Ended November 30, 2023 \$	Nine Months Ended November 30, 2022 \$
Gunnar Nilsson, Non-Executive Chairman ⁽²⁾	17,500	22,250	58,500	54,750
James Withall, CEO ⁽³⁾	221,704	159,984	642,348	438,289
Jeffrey Karoly, CFO ⁽⁴⁾	132,892	104,595	406,980	302,286
Michael Sutton, Director ^{(5) (6)}	1,372	7,500	20,372	22,500
Susan Milton, Director ⁽⁵⁾	9,500	13,500	34,500	28,500
George Ogilvie, Director ⁽⁵⁾	9,500	7,500	28,500	22,500
Michael Ouellette, Director ⁽⁵⁾	9,500	19,500	40,500	34,500
Total	401,968	334,829	1,231,700	903,325

Share-based Payments – Fair Value of Stock Options and Performance Share Units Granted	Three Months Ended November 30, 2023 \$	Three Months Ended November 30, 2022 \$	Nine Months Ended November 30, 2023 \$	Nine Months Ended November 30, 2022 \$
Michael Sutton, Director	(139,524)	17,370	(99,560)	53,401
Susan Milton, Director	17,076	17,370	57,040	53,401
George Ogilvie, Director	17,076	17,370	57,040	93,017
Michael Ouellette, Director	17,076	17,370	57,040	93,017
Andre Lauzon	25,034	Nil	25,034	Nil
James Withall, CEO	113,864	115,044	358,676	341,493
Jeffrey Karoly, CFO	84,299	132,159	318,207	506,424
Gunnar Nilsson, Non-Executive Chairman	24,195	21,770	77,119	64,445
Total	159,096	338,453	850,596	1,205,198

⁽¹⁾ With the exception of the Chief Executive Officer, the Board of Directors do not have employment or service contracts with the Company.

⁽²⁾ From March 1, 2023 the Board resolved to pay Mr. Nilsson \$5,833 per month, increased from \$5,417 per month. Mr Nilsson's fees are expensed as salaries, and include ad hoc committee fees as appropriate.

⁽³⁾ The base annual salary of the Chief Executive Officer of the Company during the nine months ended November 30, 2023 was GBP 250,000 per annum, increased from March 1, 2023 from GBP 210,526 per annum.

⁽⁴⁾ The base annual salary of the Chief Financial Officer Company during the nine months ended November 30, 2023 was \$315,000 per annum, increased from March 1, 2023 from \$285,000 per annum.

⁽⁵⁾ Effective March 1, 2023, the Company paid Michael Sutton, Michael Ouellette, George Ogilvie and Susan Milton directors fees of \$9,500 per quarter, increased from \$7,500 per quarter, together with additional ad hoc committee fees as appropriate.

⁽⁶⁾ Effective September 15, 2023, Mr. Sutton retired from the Board of the Company.

On November 30, 2023, the amount of \$460,500 (February 28, 2023 - \$321,965) was included in accounts payable and accrued liabilities as salaries and bonus due to the Chief Executive Officer and Chief Financial Officer of the Company.

Management's Report on Internal Controls and Procedures

Internal control over financial reporting

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation."

Management's Responsibility for Financial Information

The Company's financial statements are the responsibility of the Company's management, and have been approved by the Board of Directors. The financial statements were prepared by the Company's management in accordance with Canadian generally accepted accounting principles. The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

Changes in internal controls over financial reporting

There have been no changes in the Company's ICFR during the nine months ended November 30, 2023 that have materially affected, or are reasonably likely to materially affect, its ICFR.

Approval

The Board of the Company has approved the disclosure contained in this MD&A.

Additional Information

Additional information relating to the Company is available under the Company's SEDAR+ profile at www.sedarplus.ca or on the Company's website at www.rupertresources.com.

Proposed Transactions

There is no imminent decision by the Board of Directors of the Company with respect to any transaction beyond what is contemplated in this document.

Reliance on Professional Advisors and Service Providers

The Company relies on a number of professional advisors and service providers, including external auditors, legal counsel and its accounting service providers. These professionals are subject to their respective professional and/or regulatory requirements and they may not comply with all regulatory

requirements or may fail to perform to their respective professional standards. They may not comply with their obligations to the Company or perform their services in a timely or acceptable manner. The failure of such professionals to comply with their respective regulatory requirements or professional standards could affect the Company in ways that are not predictable, including ways that could have a material adverse effect on the Company's business, prospects, results of operations and financial condition.

Statement Regarding Forward-Looking Information

Certain statements contained in this MD&A constitute forward-looking information under applicable Canadian securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "objectives", "strategies", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in its document should not be unduly relied upon.

In particular, this MD&A contains forward-looking statements pertaining to the following:

- Mineral Resource estimates;
- targeting additional Mineral Resources and expansion of deposits;
- the Company's expectations, strategies and plans and costings thereof for the Rupert Lapland Project Area and Hirsikangas projects, including the Company's planned exploration and development activities;
- the results of future exploration and drilling and estimated completion dates for certain milestones;
- successfully adding or upgrading Mineral Resources and successfully developing new deposits;
- the timing, receipt and maintenance of approvals, licences and permits from the Finnish government and from any other applicable government, regulator or administrative body;
- production and processing estimates;
- future financial or operating performance and condition of the Company and its business, operations and properties; and
- any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements.

The actual results could differ materially from those anticipated in these forward-looking statements or information as a result of the risk factors set forth below and elsewhere in this MD&A:

- mineral exploration, development and operating risks;
- estimation of mineralisation, mineral resources and mineral reserves;
- environmental, health and safety regulations of the resource industry;
- competitive conditions;
- permitting and licencing risks;
- operational risks;
- negative cash flow;
- liquidity and financing risks and risks arising from use of financial instruments;

- funding risk;
- material contract risks;
- exploration costs;
- uninsurable risks;
- conflicts of interest;
- exercise of statutory rights and remedies;
- government policy changes;
- ownership risks;
- artisanal miners and community relations;
- difficulty in enforcement of judgments;
- the Company's staggered board of directors;
- market conditions;
- stress in the global economy;
- current global financial condition;
- exchange rate and currency risks;
- commodity prices;
- reliance on key personnel;
- dilution risk;
- payment of dividends;
- other factors discussed under "*Risks and Uncertainties*"; and

Statements relating to "Mineral Reserves" or "Mineral Resources" are deemed to be forward-looking statements or information, as they involve the implied assessment, based on certain estimates and assumptions, that the mineral reserves and mineral resources described can be profitably produced in the future. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

Although the forward-looking statements contained in this document are based upon assumptions which the Company believes to be reasonable, the Company cannot assure holders of Ordinary Shares that actual results will be consistent with these forward-looking statements. With respect to forward-looking statements contained in this document, the Company has made assumptions regarding: future commodity prices and royalty regimes; availability of skilled labour; timing and amount of capital expenditures; future currency exchange and interest rates; the impact of increasing competition; general conditions in economic and financial markets; availability of drilling and related equipment; effects of regulation by governmental agencies; the receipt of required permits; royalty rates; future tax rates; future operating costs; availability of future sources of funding; ability to obtain financing and assumptions underlying estimates related to adjusted funds from operations. The Company has included the above summary of assumptions and risks related to forward-looking information provided in this document in order to provide holders of Ordinary Shares with a more complete perspective on the Company's future operations and such information may not be appropriate for other purposes. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive therefrom. These forward-looking statements are made as of the date of this document and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

CIM Definition Standards

The Mineral Resources and Mineral Reserves for the Company's properties (including as used in the Technical Report) have been estimated in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves adopted by the CIM Council on May 10, 2014 (the "**CIM Definition Standards**").

The following definitions are reproduced from the CIM Definition Standards:

"Mineral Resource" means a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

"Inferred Mineral Resource" means that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource (as defined herein) and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

"Indicated Mineral Resource" means that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors (as defined herein) as described below in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource (as defined herein) and may only be converted to a Probable Mineral Reserve (as defined herein).

"Measured Mineral Resource" means that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve (as defined herein) or to a Probable Mineral Reserve.

"Mineral Reserve" means the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at pre-feasibility or feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a pre-feasibility study or feasibility study.

"Probable Mineral Reserve" means the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.

"Proven Mineral Reserve" means the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.

For the purposes of the CIM Definition Standards, "**Modifying Factors**" are considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining,

processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.