COSA RESOURCES CORP.

Management's Discussion and Analysis

For the year ended December 31, 2024 and the fourteen months ended December 31, 2023

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of Cosa Resources Corp. ("Cosa" or the "Company") supplements but does not form part of the audited financial statements and the notes thereto for the year ended December 31, 2024 and the fourteen months ended December 31, 2023 (the "financial statements") and includes events up to the date of this MD&A.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has been prepared by management and is consistent with the information contained in the financial statements.

The Company's certifying officers are responsible for ensuring that the financial statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the financial statements together with the other financial information included in the filings fairly present, in all material respects, the financial condition, financial performance and cash flows of the Company as of the date of, and for the periods presented in the filings.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the financial statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

Change in financial year end

On September 21, 2023, the Company announced the change of the fiscal year end from October 31 to December 31. The change allows for better alignment of the Company's financial reporting periods to that of its peers and facilitate investors to compare quarterly and annual financial results. The Company elected to have a transition year of a fourteen-month period from November 1, 2022 to December 31, 2023 ("Fiscal 2023"). Accordingly, the 2023 Annual Financial Statements were prepared for the fourteen months ended December 31, 2023. The current year is for the twelve months ended December 31, 2024 ("Fiscal 2024").

In this MD&A, the words "we", "us", or "our", collectively refer to Cosa. The first, second, third, fourth and fifth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3", "Q4" and "Q5", respectively. Q5 comprises the period between November 1, 2023 and December 31, 2023. The twelve month and fourteen-month periods ended December 31, 2024 and December 31, 2023 are referred to as "Fiscal 2024" and "Fiscal 2023", respectively. This MD&A compares Q4 2024 to Q5 2023 as announced in the "Notice of change of year-end".

This MD&A is prepared by management and approved by the Board of Directors as of April 16, 2025 (the "MD&A Date"). This discussion covers the year ended December 31, 2024 and the fourteen months ended December 31, 2023 and the subsequent period up to the MD&A Date.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking statements" (referred to as "forward-looking information") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that Cosa expects or anticipates will or may occur in the future, including, without limitation, statements about the future exploration activities; sources, and proposed uses, of funds; capital and operating cost estimates, including general and administrative expenses; expectations regarding the ability to raise capital for future activities; and other such matters are forward-looking statements. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", believe", outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking information and statements are based on expectations, beliefs, assumptions, estimates and forecasts about Cosa 's business and the industry and markets in which it operates. Forward-looking information and statements are made based upon certain assumptions and other important factors that could cause the actual results, performances, or achievements of Cosa to be materially different from future results, performances or achievements expressed or implied by such information or statements. Such information and statements are based on numerous assumptions including, among others, that the results of planned exploration activities are as anticipated, the price of copper and uranium, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that third party contractors, equipment, supplies and governmental and other approvals required to conduct Cosa's planned exploration activities will be available on reasonable terms and in a timely manner.

Forward-looking information and statements involve known and unknown risks, uncertainties, and other factors, which may cause the actual results, performance, or achievements of Cosa to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to the negative operating cash flow and dependence on third party financing; the uncertainty of additional financing; the limited operating history of Cosa ; the lack of known mineral resources or reserves; the influence of a large shareholder; copper prices; uranium prices; aboriginal title and consultation issues; risks related to exploration activities generally; reliance upon key management and other personnel; title to properties; uninsurable risks; conflicts of interest; permits and licenses; environmental and other regulatory requirements; political regulatory risks; competition; and the volatility of share prices, all as more particularly described in the "risks and uncertainties" section below.

Although Cosa has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place reliance on forward-looking statements.

DESCRIPTION OF BUSINESS

The Company was incorporated under the Business Corporations Act of British Columbia on November 16, 2020. The Company's head office is located at 1723 - 595 Burrard St, Vancouver British Columbia, Canada, V7X 1L4; and its registered office is located at 401 - 353 Water Street, Vancouver, British Columbia, Canada, V6B 1B8. The Company's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "COSA", the OTCQB Venture Market under the ticker symbol "COSAF", and on the Frankfurt Stock Exchange under the ticker symbol "SSKU".

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company is in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development and upon future profitable production.

OVERALL PERFORMANCE

During the year ended October 31, 2022, the Company completed its initial public offering ("IPO") and listing on the TSX-V, completed the acquisition of Polaris and carried out exploration work on the Heron Project. Subsequently, Cosa transitioned to uranium-focused exploration activities and acquired several assets in Saskatchewan's Athabasca basin, as detailed in the "Discussion of Operations" section below. As an exploration stage company, Cosa does not have revenues and is expected to generate operating losses. As at December 31, 2024, the Company had cash and cash equivalents of $1,682,243 (December 31, 2023 - $3,900,322), a deficit of $10,153,995 (December 31, 2023 - $3,906,207) and working capital of $1,480,123 (December 31, 2023 - $3,122,334).

The business of mineral property exploration involves a high degree of risk. Cosa is an exploration company and is subject to risks and challenges similar to companies in a comparable stage and industry. These risks include, but are not limited to, the challenges of securing adequate capital; exploration, development, and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary permitting; as well as global economic and commodity price volatility; all of which are uncertain.

The underlying value of the Company's exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of the Company's exploration and evaluation assets.

The Company does not generate revenue. As a result, Cosa continues to be dependent on third party financing to continue exploration activities on the Company's properties. Accordingly, the Company's future performance will be most affected by its access to financing, whether debt, equity, or other means. Access to such financing, in turn, is affected by general economic conditions, the price of copper, and uranium or commodities or metals exploration risks and the other factors described in the "risks and uncertainties" section below.

SELECTED ANNUAL INFORMATION

The selected annual information below is derived from the Company's annual financial statements.

	2024	2023	2022
	$	$	$
Net loss	**(6,247,788)**	(2,635,023)	(1,136,720)
Basic and diluted loss per share	**(0.11)**	(0.07)	(0.04)
Total assets	**4,457,798**	6,101,928	3,486,461
Total liabilities	**942,180**	1,045,618	144,206

Net loss for Fiscal 2024 is mainly driven by exploration and evaluation expenses, marketing and investor relations, and salaries and management fees, partially offset by the amortization of flow-through premium liability and interest income. The increase during Fiscal 2024 is mainly due to the substantial increase in the portfolio of assets, which has facilitated the increase in issuance of share capital and as a result increased exploration work on its projects, primarily the Ursa Property. For further details, refer to the Results of Operations section.

Total assets are mainly comprised of cash and exploration and evaluation assets. The decrease during Fiscal 2024 is mainly due to the increased cash spent on exploration and evaluation expenses.

Total liabilities are comprised of accounts payable and accrued liabilities and flow-through premium liability. The decrease during Fiscal 2024 is mainly due to the amortization of the flow-through liability due to the issuance of Charity FT Units in March 2024 and June 2023 for which the Company incurred eligible expenditures.

TECHNICAL DISCLOSURE

The Company's disclosure of technical or scientific information in this MD&A has been reviewed and approved by Andy Carmichael, P.Geo., Vice President of Exploration for Cosa. Mr. Carmichael is a Qualified Person as defined under the terms of National Instrument 43-101 *Standards of Disclosure for Mineral Projects*. Mr. Carmichael is not independent by virtue of his position as an officer of the Company.

DISCUSSION OF OPERATIONS

During Fiscal 2024 and the period to the MD&A Date, the Company had the following corporate activities:

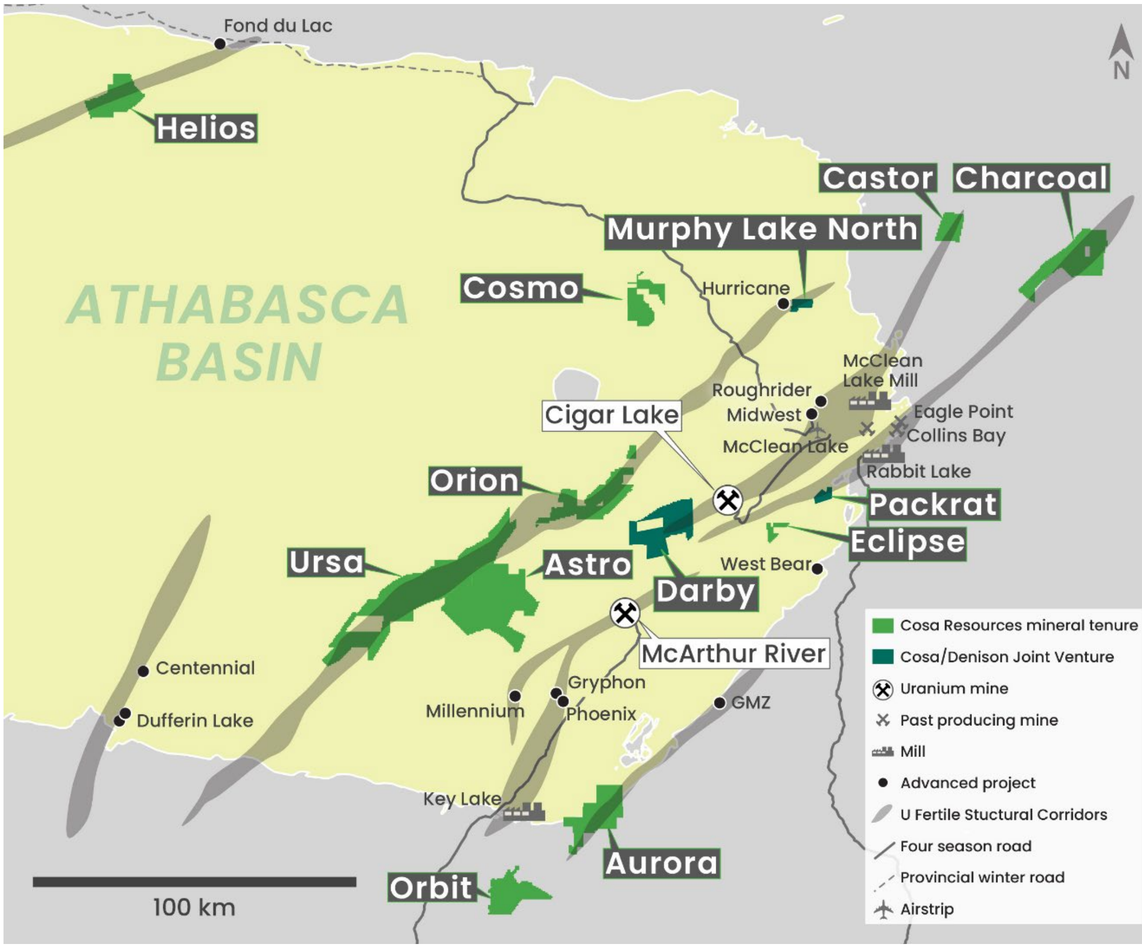
- Completed the period with $1,480,123 in working capital, including cash and cash equivalents of $1,682,243.
- On January 31, 2024, the Company acquired 100% interest in the Titan Uranium Property by issuing 300,000 common shares of the Company at a fair value of $0.530 per common share for consideration of $159,000.
- On February 21, 2024, the Company acquired Cosmo Uranium Property mineral claims through low-cost staking.
  On March 5, 2024, the Company closed a brokered private placement for aggregate gross proceeds of $6,500,816 by issuing 2,128,000 units at a price of $0.47 per unit and 7,704,000 charity flow-through units (the "2024 Charity FT Units") at a price of $0.714 per Charity FT Unit.
- On August 6, 2024, the Company acquired 100% interest in two additional mineral claims to expand its Orbit Uranium Project by issuing 250,000 common shares of the Company at a price of $0.24 per common share for fair value of $60,000.
- Further expanded the Orbit Uranium Project by low-cost staking of four claims totalling 1,867 hectares.
- Expanded the Aurora Property by staking five additional claims totalling 1,848 hectares.
- Expanded the Orion Property by staking four additional claims totalling 1,923 hectares.
- On January 14, 2025, the Company completed an agreement ('Agreement') with Denison Mines Corp ('Denison') whereby Cosa acquired a 70% interest in three prospective eastern-Athabasca uranium projects: Murphy Lake North, Darby, and Packrat.

i. *Murphy Lake North* - comprises of two mineral claims totalling 1532 hectares. The project is immediately east of and within three kilometres of IsoEnergy's Hurricane deposit at their Larocque East project. As part of the Agreement with Denison, Cosa must sole-fund the first C$1.5 million of exploration expenditures at Murphy Lake North which must be incurred by December 31, 2027.
ii. *Darby* - comprises 18,069 hectares across 12 mineral claims. The project is roughly 10 kilometres west of the Cigar Lake Uranium Mine which is currently producing and operated by Cameco Corporation. Darby is roughly 6 kilometres east-southeast of Cosa's 100% owned Orion project. As part of the Agreement, Cosa must sole-fund the first C$5 million of exploration expenditures at Darby which must be incurred by June 30, 2029.
iii. *Packrat* - comprises one mineral claim covering 1,621 hectares. The project resides along the eastern margin of the Athabasca Basin and is roughly 28 kilometres east of the Cigar Lake Mine.

- In addition to transferring a 70% property interest for each project, Denison has agreed to participate in Cosa's equity financings for an aggregate total of up to C$1 million at Cosa's discretion. In exchange for the property interests, Cosa has granted, issued or agreed to additional considerations paid to Denison:
  i. 14,195,506 common shares representing 19.95% of Cosa's then current outstanding shares issued on the Closing Date (January 14, 2025)
  ii. an additional $2.25 million in deferred consideration shares within five years of the Closing Date; and
  iii. equity participation rights to retain 19.95% of Cosa's common shares for so long as Denison holds at least 5% of Cosa's issued and outstanding commons shares.
- On February 26, 2025, the Company closed a brokered private placement for aggregate gross proceeds of $6,000,000 by issuing 8,800,000 units at a price of $0.25 per unit and 8,941,176 charity flow-through units (the "2025 Charity FT Units") at a price of $0.425 per Charity FT Unit.
- In early 2025, the Company completed an initial drilling program at the Murphy Lake North Joint Venture. The four hole, 1,739 metre campaign sought to located and define the interpreted strike extension of the Hurricane trend within Murphy Lake North and follow-up historical intersections of weak mineralization. Drilling was successful in locating the Hurricane Trend, and the fourth and final drill hole and the southernmost on the Hurricane trend, intersected the strongest sandstone alteration on the project to date. The results are considered encouraging and planning for follow up drilling in H2 2025 is underway.
- On April 9, 2025, the Company announced it had entered into an option agreement for its Astro Uranium Project. Pursuant to the option agreement the optionee has the right to earn up to an 80% interest in Astro should it complete certain exploration expenditure and make certain cash and share payments.
- As at the MD&A Date the Company's properties are as follows:

Commodity	Project	Hectares	Ownership	Date Acquired	Acquisition Type	Encumbrance
Uranium	Castor	5,686	100%	2022	Purchased	None
	Charcoal	21,181	100%	2022	Purchased	None
	Orion	20,255	100%	2022	Purchased/Staked	None
	Ursa	64,132	100%	2022	Purchased/Staked	2% NSR (1)
	Astro	45,734	100%	2023	Staked	None
	Aurora	18,744	100%	2023	Purchased/Staked	None
	Cosmo	10,145	100%	2024	Staked	None
	Eclipse	1,622	100%	2023	Staked	None
	Helios	12,835	100%	2023	Staked	None
	Orbit	14,585	100%	2023	Purchased/Staked	None
	Polaris	3,290	100%	2023	Staked	None
	Solstice	628	100%	2023	Staked	None
	Darby	18,071	70%	2025	Purchased	2% NSR (2)
	Murphy Lake North	1,532	70%	2025	Purchased	2% NSR (2)
	Packrat	1,621	70%	2025	Purchased	2% NSR (2)
Copper	Heron	3,697		2021		2% NSR (3)
		243,758				

(1) 2% net smelter return royalty ("NSR") can be reduced to 1% for $1,000,000.
(2) 2% NSR can be reduced to 1% for $2,000,000.
(3) 2% NSR can be reduced to 1% for $2,000,000; Remaining 1% can be purchased for $5,000,000.



Use of proceeds

The Company has completed four financings since November 1, 2021, its IPO on March 18, 2022 for net proceeds of $0.4 million, a private placement on April 22, 2022 for net proceeds of $2.0 million, a brokered private placement on June 21, 2023 for net proceeds of $5.1 million and a brokered private placement on March 5, 2024 for net proceeds of $6.0 million. Along with its opening working capital, the Company has used the proceeds as follows:

	Total ($millions)
Available proceeds	
Working capital - November 1, 2021	0.3
Net proceeds from financings	13.5
Available proceeds to December 31, 2024	13.8
Use of proceeds	
Heron Project - phase 1	(0.3)
Acquisition of exploration and evaluation assets	(0.4)
Exploration and evaluation expenses	(8.1)
General administration and other operating expenses	(2.7)
Use of proceeds to December 31, 2024	(11.5)
Working capital as at December 31, 2024	2.3

Subsequent to December 31, 2024, the Company completed a brokered private placement on February 26, 2025 for net proceeds of $6 million. The net proceeds will be used to fund exploration and for additional working capital purposes.

Considering the current uncertainty as to the general market and competitive conditions, the Company continues to maintain its fiscally responsible approach to its mineral exploration activities. In particular, the Company continues to evaluate market conditions on an ongoing basis, with the goal of, among other things: (i) identifying the appropriate time to initiate certain business objectives, and (ii) exploring potential alternatives, viable opportunities to further develop and expand the Company's business. As such, the Company notes that there may be circumstances where, for sound business reasons, the Company may be required to reallocate funds, including due to demands for shifting focus or investment in mining exploration and/or development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in the mining sector generally and in the prices of uranium and copper, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities.

EXPLORATION AND EVALUATION ASSETS

In 2023 and 2024 the Company's exploration focus was the Ursa Project. In 2023, the company completed a property-wide airborne MobileMT™ survey to improve the understanding of Project geology and identify target areas for follow-up. Work in 2024 included electromagnetic ("EM") and Ambient Noise Tomography (ANT) surveys and diamond drilling to follow up the results of the 2023 airborne MobileMT™ survey. EM surveys identified conductive anomalies at all survey areas considered to indicate the presence of prospective graphitic basement rocks. ANT is a passive seismic surveying method used to generate three-dimensional models of seismic wave velocity and is considered to have the potential to identify zones of structure and/or alteration in the subsurface. ANT surveys identified seismic velocity anomalies coincident with conductive basement which are interpreted to potentially reflect zones of structure and/or hydrothermal alteration of the sandstone. Six diamond drill holes totaling 6,861 metres were completed in two campaigns. Notable drilling results include the intersection of a broad zone of alteration and structure in the medial sandstone of UR24-03 during the initial campaign. The second diamond drilling campaign followed up the results of the winter drilling, historical drilling, and ANT surveys. The final drill hole of the program, UR24-06, intersected significant alteration in the lower sandstone and several intervals of weak uranium mineralization in the basement while testing an ANT anomaly.

At Orion, ANT surveying was completed to follow-up the results of the 2023 MobileMT™ survey. ANT results from Orion are expected to guide follow-up EM surveying in advance of diamond drilling. ANT surveying was completed at Orion in conjunction with ANT work at Ursa and survey results were received in Q4 2024. Interpretation of ANT results continues and the Company anticipates releasing ANT results in H1 2025.

Work completed at the Aurora and Orbit Projects comprised airborne electromagnetic and gravity surveys. Airborne surveys begun in May were completed in June. Final datasets were received from the survey contractors in Q3 2024 and geophysical interpretations of survey results were received in Q4 2024. Geological interpretation and identification of follow-up targets for diamond drilling was completed and released in Q4-2024.

A summary of the Company's exploration and evaluation assets comprising capitalized acquisition costs is as follows:

	December 31, 2024	December 31, 2023
	$	$
Heron Project	**470,000**	470,000
Castor Property	**121,661**	121,661
Charcoal Property	**453,193**	453,193
Orion Property	**264,014**	88,278
Ursa Property	**398,371**	397,248
Aurora Uranium Project	**96,500**	95,000
Denison Projects	**108,833**	-
Other Athabasca Uranium Projects	**111,494**	40,440
	2,024,066	1,665,820

A summary of the Company's exploration and evaluation expenses for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Heron Project	**3,431**	14,026
Castor Property	**2,195**	98,343
Charcoal Property	**2,116**	191,119
Orion Property	**205,886**	107,172
Ursa Property	**5,526,071**	1,102,762
Aurora Uranium Project	**432,278**	7,214
Other Athabasca Uranium Projects	**256,965**	55,675
	6,428,942	1,576,311

Heron Project

A summary of the Company's exploration and evaluation expenses relating to the Heron Project for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Geophysics	**1,105**	806
General exploration	**2,326**	13,220
	3,431	14,026

Castor Property

A summary of the Company's exploration and evaluation expenses relating to the Castor Property for the Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Geophysics	**-**	83,702
General exploration	**2,195**	14,641
	2,195	98,343

The Company holds a 100% interest in the Castor Property, which is located 55 kilometers north of Cameco Corp.'s Rabbit Lake, Eagle Point uranium mine operations. Castor covers a flexure where a prominent northeast trending magnetic low anomaly oriented roughly parallel to the Eagle Point, Collins Bay trend bends to the west. This flexure may be an area of enhanced structural complexity that would be prospective for uranium mineralization.

Charcoal Property

A summary of the Company's exploration and evaluation expenses relating to the Charcoal Property for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Geophysics	**-**	177,640
General exploration	**2,116**	13,479
	2,116	191,119

The Company holds a 100% interest in the Charcoal Property, which is a property comprised of over 21,181 hectares located 52 kilometers northeast of Cameco Corp.'s Rabbit Lake, Eagle Point uranium mine operation. The property sits within a prominent magnetic low zone hosting historical electromagnetic conductors extending northeast from the mine.

During Q1 2023, the Company commenced work on an airborne geophysical survey on the Charcoal and Castor Uranium projects to help characterize the geology of the projects by locating conductive stratigraphy and alteration zones in areas of structural complexity. The surveying confirmed that the magnetic low zone hosts electromagnetic conductors within the Castor Property and the Charcoal Property, possibly indicating the presence of graphitic metasediments and associated brittle faults often associated with uranium mineralization in the Athabasca Basin.

Orion Property

A summary of the Company's exploration and evaluation expenses relating to the Orion Property for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Geophysics	**173,399**	83,708
General exploration	**32,487**	23,464
	205,886	107,172

The Company holds a 100% interest in the Orion Property, which is a property located approximately 34kilometers northwest of the McArthur River uranium mine and is at the intersection of an interpreted extension of the Larocque uranium corridor and a splay off the Cable Bay Shear Zone. On May 11, 2023, the Company announced it has engaged Expert Geophysics Limited to conduct airborne MobileMT surveys at the Ursa Property and the Orion Property. A total of 3,104 line-kilometers of surveying was completed at Ursa and Orion in summer 2023, with 10% of the work completed at the Orion Property. MobileMT is a modern, helicopter-borne, magnetotelluric survey system capable of detecting both the basement-hosted electromagnetic conductors and sandstone-hosted zones of anomalous resistivity commonly associated with significant Athabasca Basin uranium deposits.

The survey assisted in gaining a high-level assessment of the nearly 75 kilometers of underexplored, prospective strike length covered by the properties and will accelerate exploration through the prioritization of target areas. Surveying was completed between July 1 and July 21, 2023. Interpretation of the survey results was completed in the third quarter of 2023 with results announced on November 1, 2023.

On October 5, 2023, the Company announced expansion of Orion Property to 9,000 hectares with two new claims totaling 5,119 hectares. The expansion area covers the interpreted southern extension of the Larocque uranium corridor, host to the Hurricane deposit and Alligator Lake and Larocque Lake uranium zones, including the intersection of the western extension of the Cigar Lake - Tucker Lake trend with the Larocque uranium corridor. Work at Orion is expected to include additional ambient noise tomography, a passive seismic survey method, and additional airborne surveying to identify areas for high-quality ground geophysical surveying to generate targets for subsequent diamond drilling.

On January 31, 2024, the Company acquired the Titan Uranium Project which comprises an additional 9,333 hectares that are part of the Company's Orion Property. The extension to the Orion Property was acquired through the issuance of 300,000 shares, as a result $159,000 was recognized as exploration and evaluation assets of the Company.

In May 2024, the Company began ANT surveying at Orion to follow up the 2023 airborne survey results. ANT surveys were completed in June 2024 and survey results were received in 2024 Q4. The Company anticipates releasing ANT results in H1 2025.

In September 2024, the Company expanded the Orion Property by staking four additional claims totaling 1,923 hectares.

Ursa Property

A summary of the Company's exploration and evaluation expenses relating to the Ursa Property for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Drilling	**3,980,352**	18,465
Geophysics	**1,228,238**	928,131
General exploration	**317,481**	156,166
	5,526,071	1,102,762

The Company holds a 100% interest in the Ursa Property, which is a large property comprised of over 60,599 hectares of highly prospective uranium exploration ground in the Eastern Athabasca Basin, located 43 km west of Cameco Corp.'s McArthur River uranium mine. The Ursa Property covers more than 60 kilometers of strike length of the Cable Bay Shear Zone, a structural corridor with known uranium occurrences. The vast majority of the strike length remains completely untested.

On January 19, 2023, the Company acquired an additional 41,119 hectares of uranium exploration mineral claims along the Cable Bay Shear Zone in the eastern Athabasca basin, which is contiguous to the Company's Ursa Property with acquisition costs of $53,641. The additional claims were acquired via low-cost staking and cash consideration paid to an arm's length property vendor. In addition, on September 12, 2023, the Company staked an additional 3,530 hectares that were contiguous to the Ursa Property.

On May 11, 2023, the Company announced it has engaged Expert Geophysics Limited to conduct airborne MobileMT surveys at the Ursa Property and the Orion Property in the Athabasca Basin. A total of 3,104 line-kilometers of surveying was completed at Ursa and Orion in summer 2023, with 90% of the work completed at the Ursa Property. MobileMT is a modern, helicopter-borne, magnetotelluric survey system capable of detecting both the basement-hosted electromagnetic conductors and sandstone-hosted zones of anomalous resistivity commonly associated with significant Athabasca Basin uranium deposits. The survey assisted in gaining a high-level assessment of the nearly 75 kilometers of underexplored, prospective strike length covered by the properties, and will accelerate exploration through the prioritization of target areas. Surveying was completed between July 1 and July 21, 2023. Interpretation of the survey results was completed in the third quarter of 2023 with results announced on November 1, 2023.

In late 2023 and early 2024, the Company engaged Discovery Int'l Geophysics to complete ground-based EM surveys to follow-up the results of the 2023 MobileMT™ survey and refine targets ahead of drilling. EM surveying comprised six lines spread across the southern two thirds of the Ursa Project. Surveying identified conductive anomalies in all target areas.

In March and April 2024, the Company undertook diamond drilling at the Ursa Project. Three drill holes totaling 3,438 metres were completed in the Kodiak target area. Notable results include the intersection of a broad zone of alteration and structure in the medial sandstone of UR24-03. Anomalous uranium geochemistry was intersected in the basal sandstone of UR24-03.

ANT surveying was begun at Ursa in May 2024. ANT surveys were completed in June 2024 and survey results were received in 2024 Q3 and 2024 Q4. Interpretation of ANT results is ongoing.The Company anticipates releasing ANT results in H1 2025.

A second diamond drilling campaign comprising three drill holes totaling 3,423 metres was completed in August through October 2024 to follow up the results of the winter drilling, historical drilling, and ANT surveys. The final drill hole of the program, UR24-06, intersected significant alteration in the lower sandstone and several intervals of weak uranium mineralization in the basement. Drilling to follow up alteration and structure in UR24-03 intersected weaker alteration and is interpreted to have undershot the optimal target by approximately 50 metres. Strongly graphitic and pyritic basement rocks were intersected down-dip of the UR24-03 sandstone alteration and structure.

Aurora Uranium Project

The Aurora Uranium Project was acquired by issuing 150,000 common shares to acquire 100% interest in the project at a price of $0.50 per common share for fair value of $75,000.

A summary of the Company's exploration and evaluation expenses relating to the Aurora Uranium Project for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Early-stage exploration	**595**	**-**
Geophysics	**406,065**	-
General exploration	**25,618**	7,214
	432,278	7,214

Other Athabasca Uranium Projects

As at December 31, 2024, the Company holds a portfolio of properties in the Athabasca Basin which includes seven uranium exploration properties, totaling of 105,718 hectares of prospective uranium exploration ground (together known as the "Other Athabasca Uranium Projects"). The Other Athabasca Uranium Projects have been acquired through staking and purchase and include Astro, Eclipse, Helios, Orbit, Polaris, Cosmo, and Solstice.

A summary of the Company's exploration and evaluation expenses relating to the Other Athabasca Uranium Projects for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Early-stage exploration	**6,547**	-
Geophysics	**197,756**	-
General exploration	**52,662**	55,675
	256,965	55,675

Denison Projects

Subsequent to December 31, 2024, the Company acquired a 70% interest in three prospective eastern-Athabasca uranium projects: Murphy Lake North, Darby, and Packrat. In addition to transferring a 70% property interest for each project, Denison has agreed to participate in Cosa's equity financings for an aggregate total of up to $1 million at Cosa's discretion.

In exchange for the property interests, Cosa has granted, issued or agreed to additional considerations paid to Denison:

- 14,195,506 common shares and Cosa must issue an additional $2.25 million in deferred consideration shares within five years of the Closing Date for a total consideration of $5.4 million;
- equity participation rights to retain 19.95% of Cosa's common shares for so long as Denison holds at least 5% of Cosa's issued and outstanding commons shares;
- the ability to appoint a technical advisor with Cosa's reasonable approval of the individual for five years from the Closing Date or until all of Cosa's obligations under the Agreement have been fulfilled; and
- the ability to nominate one director to Cosa's board of directors for so long as Denison holds at least 5% of the issued and outstanding common shares and an additional director to Cosa's board of directors for so long as Denison holds at least 10% of the issued and outstanding common shares.

<u>Murphy Lake North</u>

Murphy Lake North comprises two mineral claims totaling 1,532 hectares and has been attributed $2.5 million of the total consideration of $5.4 million. The project is immediately east of and within three kilometers of IsoEnergy's Hurricane deposit at their Larocque East project. Hurricane boats the world's highest grade Indicated Mineral Resource for uranium. Hurricane was discovered and delineated by several members of Cosa's management team between 2018 and 2022. As part of the Agreement with Denison, Cosa must sole-fund the first C$1.5 million of exploration expenditures at Murphy Lake North which must be incurred by December 31, 2027.

<u>Darby</u>

The Darby project comprises 18,068 hectares across 12 mineral claims and has been attributed $2.0 million of the total consideration of $5.4 million. The project is roughly 10 kilometers west of the Cigar Lake Uranium Mine which is currently producing and operated by Cameco Corporation. Darby is roughly 6 kilometers east-southeast of Cosa's 100% owned Orion project. As part of the Agreement, Cosa must sole-fund the first $5 million of exploration expenditures at Darby which must be incurred by June 30th, 2029. The Darby project is subject to a buydown ("Buydown") which permits Denison to reclaim up to 60% of the Darby Project and is to be the greater of: (i) $50 million or (ii) 450% of Cosa's exploration expenditures to date (excluding the initial $5 million in Cosa funded expenditures) incurred on the Darby claim(s) for the proportion of the property interest subject to the Buydown. The Buydown can be completed through a combination of cash payments and Denison sole-funded project expenditures, and must be a minimum of 25% cash. The Buydown will be extinguished if Denison's interest in the Darby Project claims subject to the Buydown fall below 10%, or upon commercial production of 500,000 lbs of U_3O_8 from the claims subject to the Buydown.

<u>Packrat</u>

The Packrat project comprises one mineral claim covering 1621 hectares and has been attributed $0.9 million of the total consideration of $5.4 million. The project resides along the eastern margin of the Athabasca Basin and is roughly 28 kilometers east of the Cigar Lake Mine.

RESULTS OF OPERATIONS

A summary of the Company's results of operations is as follows:

	Q4 2024	Q5 2023	**Fiscal 2024**	Fiscal 2023
	$	$	**$**	$
Operating expenses				
Depreciation	**827**	863	**3,291**	1,690
Exploration and evaluation expenses	**903,680**	380,116	**6,428,942**	1,576,311
Marketing and investor relations	**130,420**	131,717	**800,889**	332,241
Office and administrative	**51,553**	16,791	**171,293**	58,496
Professional fees	**24,266**	22,618	**138,072**	211,356
Salaries and management fees	**255,534**	166,328	**657,843**	484,817
Share-based compensation	**45,745**	44,584	**288,496**	444,528
Transfer agent and filing fees	**1,865**	7,127	**60,021**	138,401
Travel	**7,395**	2,289	**43,932**	42,217
	(1,421,285)	(772,433)	**(8,592,779)**	(3,290,057)
Other income				
Amortization of flow-through premium liability	**311,457**	130,809	**2,141,242**	501,657
Interest income	**25,206**	19,260	**203,749**	153,377
Net loss and comprehensive loss	**(1,084,622)**	(622,364)	**(6,247,788)**	(2,635,023)

For Q4 2024, the Company's net loss increased to $1,084,622 compared to $622,364 in the prior year comparable period. The primary drivers of this increase in net loss were increases to expenses as follows:

- Exploration and evaluation expenses increased to $903,680 compared to $380,116 in the prior year comparable period due to increased geological drilling and surveys on its projects, primarily the Ursa Property.
- Office and administrative increased to $51,553 compared to $16,791 in the prior year comparable period due to the engagement of a professional firm to provide services to enhance the Company's operational efficiency.
- Salaries and management fees increased to $255,534 compared to $166,328 in the prior year comparable period due to inclusion of bonuses for the 2024 calendar year.

Partially offsetting the increase in net loss were decreases to expenses and increases to income as follows:

- Amortization of flow-through premium liability increased to $311,457 compared to $130,809 in the prior year comparable period due to the issuance of Charity FT Units in March 2024 and June 2023 for which the Company incurred eligible expenditures in the current period.

For Fiscal 2024, the Company's net loss increased to $6,247,788 compared to $2,635,023 in the prior year comparable period. The primary drivers of this increase in net loss were as follows:

- Exploration and evaluation expenses increased to $6,428,942 compared to $1,576,311 in the prior year due to increased geological drillings and surveys on its projects, primarily the Ursa Property.
- Marketing and investor relations increased to $800,889 compared to $332,241 in the prior year primarily due to increased investor relations activities to promote the profile of the Company and boost their presence in key investor markets.
- Office and administrative increased to $171,293 compared to $58,496 in the prior year primarily due to the engagement of a professional firm to provide services to enhance the Company's operational efficiency.
- Salaries and management fees increased to $657,843 compared to $484,817 in the prior year due to increased salaries of the management team in the current year.

Partially offsetting the increase in net loss were decreases to expenses and increases to income as follows:

- Professional fees decreased to $138,072 compared to $211,356 in the prior year due to increased legal services in connection with the due diligence of exploration and evaluation projects in the prior period.
- Transfer agent and filing fees decreased to $60,021 compared to $138,401 in the prior year due to the Company listing on the TSXV, the OTCQB venture market exchange and Frankfurt stock exchange in the prior year comparable period.
- Amortization of flow-through premium liability increased to $2,141,242 compared to $501,657 in the prior year due to the issuance of Charity FT Units in March 2024 and June 2023 for which the Company incurred eligible expenditures in Fiscal 2024.

- Interest income increased to $203,749 compared to $153,377 in the prior year due to the Company investing unutilized funds in a savings account and guaranteed investment certificates during Fiscal 2024.

SUMMARY OF QUARTERLY RESULTS

Q5 2023 comprises the period between November 1, 2023 and December 31, 2023.

The following summarizes quarterly financial results of the Company for the last nine most recently completed quarters:

	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	
	$	$	$	$	
Net loss and comprehensive loss	**(1,084,622)**	(1,165,686)	(1,552,859)	(2,444,621)	
Basic and diluted loss per share	**(0.02)**	(0.02)	(0.03)	(0.05)	

	December 31, 2023[(1)]	October 31, 2023	July 31, 2023	April 30, 2023	January 31, 2023
	$	$	$	$	$
Net loss and comprehensive loss	(622,364)	(581,229)	(755,067)	(399,171)	(277,192)
Basic and diluted loss per share	(0.01)	(0.02)	(0.02)	(0.01)	(0.01)

(1) All periods in the above table are three-month periods except for the period ended December 31, 2023 which was a two-month period as a result of the change in the year end, as described in the *Change in financial year end* section above.

All the Company's exploration and evaluation assets are in the exploration stage. The Company has not generated revenue since inception and operating results are not seasonal in nature. The quarterly results have been mainly due to the amount of exploration activities and corporate costs each quarter. Starting Q3 2023, the net loss and comprehensive loss increased significantly from the prior quarters primarily due to an increase in the exploration and evaluation expenditures related the airborne surveys at the Ursa Property. During Q1 2024, the net loss and comprehensive loss increased from prior quarters due to increased exploration geophysical surveys, drilling, and consulting at the Ursa Property. During Q2 2024, the net loss and comprehensive loss decreased from prior quarter as the winter exploration was completed in early Q2 2024. Limited field activity was completed in the remainder of Q2 2024, however the Company has commenced drilling in the later part of Q3 2024 which continued into Q4 2024.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the issuance of common shares. The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

As at December 31, 2024, the Company had cash and cash equivalents of $1,682,243 (December 31, 2023 - $3,900,322) and working capital of $1,480,123 (December 31, 2023 - $3,122,334). On March 5, 2024, the Company completed a brokered private placement with gross proceeds of $6,500,816. Subsequent to balance sheet date, the Company completed a brokered private placement with gross proceeds of $6,000,000.

The Company's cash flows from operations are negative as it is an exploration stage company. During the year ended December 31, 2024, the Company used cash of $8,251,309 in operating activities (December 31, 2023 - $2,913,679) primarily due to cash payments of exploration and evaluation expenses, salaries and management fees, professional fees, as well as marketing and investor relations fees.

During the year ended December 31, 2024, the Company used cash of $46,146 in investing activities on asset acquisition costs related to the Orion Property, Cosmo Property and Orbit Uranium Project (December 31, 2023 - $138,058). During the year ended December 31, 2024, the Company incurred $108,833 in acquisition costs in connection with the acquisition of the Denison Projects. This acquisition was closed on January 14, 2025.

During the year ended December 31, 2024, the Company received cash of $6,079,376 from financing activities (December 31, 2023 - $5,111,105) primarily due to proceeds from private placements offset by cash unit issuance costs.

The Company has not yet achieved profitable operations. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company’s commitments as they come due and to finance future exploration and development, potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which may differ materially from their carrying values. The financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern.

Capital management

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support current operations comprising the acquisition and development of its exploration and evaluation assets. The Company obtains funding primarily through issuing common stock. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future.

There were no changes to the Company's approach to capital management during the year ended December 31, 2024. The Company is not subject to externally imposed capital requirements.

As at December 31, 2024 and the MD&A Date, the Company has no commitments for capital expenditure.

CRITICAL ACCOUNTING ESTIMATES AND ACCOUNTING JUDGEMENTS

The preparation of the Company’s financial statements and applying its accounting policies requires management to make judgments, estimates and assumptions that affect the reported amounts of expenses, assets and liabilities, the accompanying disclosures, as well as the disclosure of contingent liabilities. Uncertainty about these judgments, assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The judgements, key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Going concern

The financial statements were prepared under the assumption that the Company will continue as a going concern. The Company’s management has assessed the Company’s ability to continue as a going concern and has exercised judgment in its determination that the Company has the necessary resources and access to capital to continue its business for the foreseeable future.

Impairment of exploration and evaluation assets

At the end of each financial reporting period, the carrying amounts of the Company’s non-financial assets are reviewed to determine whether there is any indication that an impairment loss or reversal of previous impairment should be recorded. Where such an indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any.

With respect to exploration and evaluation assets, the Company is required to make estimates and judgments about future events and circumstances and whether the carrying amount of exploration assets exceeds its recoverable amount. Recoverability depends on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental, and regulatory factors and uncertainties that could impact management’s assessment as to the overall viability of its properties or its ability to generate future cash flows necessary to cover or exceed the carrying value of the Company’s exploration and evaluation assets.

Significant areas requiring the use of management estimates and assumptions include:

Fair value calculation of share-based compensation

The fair value of share-based compensation in relation to the options granted is calculated using the Black- Scholes option pricing model. There are a number of inputs used in the calculation such as the expected option life, risk-free interest rate used and the future price volatility of the underlying security, which can vary from actual future events. The factors applied in the calculation are management’s best estimates based on industry average and future forecasts.

OFF-BALANCE SHEET ARRANGEMENTS

As at December 31, 2024 and the MD&A Date, the Company had no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at December 31, 2024 and the MD&A Date, the Company had no proposed transactions.

SUBSEQUENT EVENTS

On January 14, 2025, the Company completed an acquisition of a 70% interest in multiple prospective uranium projects located in the Eastern Athabasca Basin, Saskatchewan in exchange for 14,195,506 common shares of the Company. Refer to Discussion of Operations and Exploration and Evaluation Assets sections above.

On February 21, 2025, the final tranche of Titan Consideration Shares of 75,000 were released from escrow. At the MD&A Date, no shares remain in escrow.

On February 26, 2025, the Company closed a brokered private placement for proceeds of $6,000,000 by issuing 8,800,000 units at a price of $0.25 per unit and 8,941,176 Charity FT Units at a price of $0.425 per Charity FT Unit. Each unit consists of one common share of the Company and one-half of one common share purchase warrants (each whole warrant, a "Warrant"). Each Charity FT Unit consists of one share of the Company that qualifies as a "flow-through share" within the meaning of the Income Tax Act (Canada) and one-half of one Warrant. Each warrant entitles the holder to purchase one common share at an exercise price $0.37 until February 26, 2027.

On March 21, 2025, the final tranche of IPO Escrowed Shares of 806,250 were released from escrow. At the MD&A Date, no shares remain in escrow.

On April 9, 2025, the Company announced it had entered into an option agreement for its Astro Uranium Project. Pursuant to the option agreement the optionee has the right to earn up to an 80% interest in Astro should it complete certain exploration expenditure and make certain cash and share payments.

OUTSTANDING SHARE DATA

A summary of the Company's securities issued and outstanding is as follows:

Type	December 31, 2024	MD&A Date
	#	#
Common shares issued and outstanding [(1)]	56,959,914	88,896,596
Warrants	12,148,423	21,843,081
Stock options	5,384,000	6,865,000

(1) Authorized: Unlimited common shares without par value.

Escrowed Shares

During the year ended December 31, 2024, the Company released 4,562,500 common shares from escrow and as at December 31, 2024 the Company has 881,250 common shares subject to escrow.

IPO Escrowed Shares

On March 21, 2022, in connection with the Company's IPO, an escrow agreement (the "IPO Escrow Agreement") between management and the Company's Board of Directors was completed resulting in 5,375,000 common shares (the "IPO Escrowed Shares") being deposited in escrow. Pursuant to the IPO Escrow Agreement, 10% of the IPO Escrowed Shares were released from escrow on the IPO Escrow Agreement date (the "Initial Release") and an additional 15% to be released every six-month interval thereafter, for a period of 36 months following the Initial Release. These IPO Escrowed Shares, may not be transferred, assigned, or otherwise dealt without the consent of the regulatory authorities.

As at December 31, 2024, 4,568,750 IPO Escrowed Shares have been released from escrow. The remaining 806,250 IPO Escrowed Shares will be released on March 21, 2025.

Titan acquisition

On January 12, 2024, the Company acquired a 100% interest in the Titan Uranium Project, an extension to the Orion Property presented as part of the Polaris Athabasca Uranium Projects, issued 300,000 common shares (the "Titan Consideration Shares") to complete its remaining obligation under the terms of the agreement. The Titan Consideration Shares are subject to a 4-month hold period in escrow, with 25% being released from escrow every three months commencing on May 13, 2024.

As at December 31, 2024, 225,000 Titan Consideration Shares have been released from escrow. The remaining 75,000 Titan Consideration Shares will be released on February 21, 2025.

RELATED PARTY DISCLOSURES

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

A summary of the Company's related party transactions with key management personnel for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Exploration and evaluation expenses	**137,161**	145,982
Salaries and management fees	**499,484**	339,909
Share-based compensation	**192,513**	320,778
	829,158	806,669

A summary of the Company's related party exploration and evaluation expenses for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Vice President of Exploration	**137,161**	145,982

A summary of the Company's related party management fees for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Chief Executive Officer	**260,000**	192,000
Chief Financial Officer	**141,000**	85,400
Vice President of Exploration	**98,484**	22,509
Executive Vice President (former Chief Financial Officer)	**-**	40,000
	499,484	339,909

A summary of the Company's related party share-based compensation for Fiscal 2024 and Fiscal 2023 is as follows:

	December 31, 2024	December 31, 2023
	$	$
Chief Executive Officer	**28,663**	58,074
Chief Financial Officer	**31,399**	32,374
Vice President of Exploration	**47,551**	56,655
Executive Vice President (former Chief Financial Officer)	**-**	47,741
Directors	**84,900**	125,934
	192,513	320,778

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments comprise cash and cash equivalents, deposits and accounts payable and accrued liabilities which are classified as and subsequently measured at amortized cost. The carrying values of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair values because of their short-term nature.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. Credit risk for the Company is associated with its cash and cash equivalents and deposit. The Company has minimal exposure of credit risk on its cash and cash equivalents as the Company's cash and cash equivalents are held with major Canadian financial institutions and its deposit with a government ministry.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates. The Company holds its cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market interest rates do not have a significant impact on the estimated fair value of the Company's cash and cash equivalents balance as at December 31, 2024. The Company does not have any financial assets or liabilities subject to changes in exchange rates so does not expect exchange rates to have a material impact to the Company.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and cash equivalents. The Company's cash and cash equivalents are invested in business accounts, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements.

The Company's financial liabilities, accounts payable and accrued liabilities $323,033 (2023 - $167,005), based on contractual undiscounted payments, will all be settled in less than three months from December 31, 2024.

RISKS AND UNCERTAINTIES

The operations of the Company are subject to significant uncertainty due to the high-risk nature of its business, which is the acquisition, exploration, discovery, development and production of uranium from a portfolio of exploration and development stage assets. The following risk factors could materially affect the Company's financial condition and/or future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Additional risks and uncertainties, including those that the Company does not know about now or that it currently deems immaterial, may adversely affect the Company's business.

The Company's ability to pursue its objectives will depend on its ability to obtain further equity financing which may not occur

The further development and exploration of the Company's projects depends upon the Company's ability to obtain financing through equity financing, joint ventures, debt financing, or other means. There is no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets for precious and base metals may make it difficult or impossible for the Company to obtain equity financing or debt financing on favourable terms or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone its exploration and development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.

Resource exploration and development is highly speculative

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. The mineral properties that the Company has an interest in (the "Properties") are in the exploration stage only and is without a known body of commercial ore. Development of the Properties would follow only if favourable exploration results are obtained.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Some aspects of the Company's operations entail risk that cannot be insured against or may not be covered by insurance

The Company's business is subject to a number of risks and hazards generally, including adverse conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Company intends to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with a mining company's operations. The Company may be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

The Company does not have a guarantee of title

Although the Company has exercised the usual due diligence with respect to determining title to the Properties, there is no guarantee that title to the Properties will not be challenged or impugned. The Properties may be subject to prior unregistered agreements or transfers, or native land claims and title may be affected by undetected defects. The Properties include mineral claims which have not been surveyed, and therefore, their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Company can give no assurance as to the validity of title of the Company to those lands or the size of such mineral lands.

The Company is an early-stage company

The Company has only recently commenced operations and has no operating earnings. The likelihood of success of the Company must be considered in light of the problems, expenses and difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfil its obligations under applicable agreement. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interest of the Company with the possible dilution or loss of such interest. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources. There is no assurance that the Company can operated profitably or that it will successfully implement its plans.

The Company operates at a loss and may never generate a profit

The Company operates at a loss and there is no assurance that the Company will ever be profitable. The Company has had a negative operating cash flow since its founding and will continue to for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow.

Significant resources are required to conduct mining exploration activities

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Company on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Company's exploration programs.

The Company operates in a highly competitive environment

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources that the Company, in the search for and the acquisition of attractive mineral properties. The ability of the Company to acquire properties in the future will depend not only on its ability to develop its present properties, but on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competition in acquiring such properties or prospects.

The Company operates in a highly regulated environment that is subject to changes, some unforeseen, to government policy

The current or future operations of the Company, including exploration and development activities and commencement of production on its properties, require permits from various levels of government. Such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Company believes it is in substantial compliance with all material laws and regulations that currently apply to its activities. There can be no assurance however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations, particularly environmental permits, will be obtainable on reasonable terms or that compliance with such laws and regulations would not have an adverse effect on the profitability of any mining project that the Company might undertake.

Failure to comply with applicable laws, regulations and permit requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

The Company may be subject to significant environmental risks

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to comply fully with all environmental regulations. The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are subject to substantial regulation under applicable laws by governmental agencies that may require the Company to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

The Company is largely dependent on the performance of the Board and senior management

The success of the Company is currently largely dependent on the performance of the Board and senior management. The loss of the services of these persons will have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of the Board and management or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects. The Company does not maintain "key person" insurance.

The Company's prospects are subject to the inherent volatility of metal prices

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that the Company's properties can be mined at a profit. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, the Company's principal product and exploration target, uranium, is affected by various factors, including political events, economic conditions and production costs.

The Company's proposed operations will require access to adequate infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

The Company's growth will require new personnel

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff on the operations side. Although the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Some of the Company's directors have significant involvement in other companies in the same sector

Certain of the directors of the Company serve as directors of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a Board of Directors meeting, a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

The Company has not paid any dividends and does not anticipate doing so in the foreseeable future

The Company has not paid any dividends since incorporation and does not anticipate declaring any dividends on the common shares in the foreseeable future. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time.

First Nations Land Claims

Many lands in Saskatchewan and elsewhere are or could become subject to aboriginal land claim to title, which could adversely affect the Company's title to its properties. The Company is required to obtain consent of the aboriginal title holders which may adversely affect the Company's activities. There can be no assurance that satisfactory agreements can be reached.

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The Properties may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of aboriginal interests in order to facilitate exploration and development work on the Properties, there is no assurance that the Company will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Properties.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at the Company's website at https://cosaresources.ca/ and at www.sedarplus.ca.