



Geomega Resources Inc.

Management's Discussion and Analysis

May 31, 2023

Geomega Resources Inc.

Table of content

1.	Nature of activities.....	3
2.	Corporate update	4
3.	Outlook on the major ongoing projects	7
4.	Exploration and validation of the separation technology activities	8
5.	Financial highlights.....	12
6.	Summary of quarterly results	14
7.	Liquidity and capital resources.....	14
8.	Commitments	15
9.	Off balance sheet arrangements.....	15
10.	Related party transactions	15
11.	Financial instruments	16
12.	Stock option plan.....	16
13.	Risk and uncertainties.....	17
14.	Critical accounting policies, estimates, judgements and errors	20
15.	Management's responsibility for financial information	21

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

The following management discussion and analysis (the “MD&A”) of the financial condition and results of the operations of Geomega Resources Inc. (the “Corporation” or “Geomega”) constitutes management’s review of the factors that affected the Corporation’s financial and operating performance for the year ended May 31, 2023. This MD&A should be read in conjunction with the Corporation’s audited consolidated financial statements as at May 31, 2023 prepared in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). All figures are in Canadian dollars unless otherwise noted.

The MD&A contains forward-looking statements not based on historical facts. Forward-looking statements express, as of the date of this MD&A, management’s estimates, forecasts, projections, expectations and opinions as to future events or results. Forward-looking statements herein expressed are reasonable, but involve a number of risks and uncertainties, and there can be no guarantee that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements include, but are not limited to; economic conjuncture, fluctuations in the market price of metals, mining industry risks, uncertainty as to the calculation of mineral reserves and requirements of additional financing and the capacity of the Corporation to obtain financing.

Further information regarding the Corporation and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR+) in Canada and can be found on www.sedarplus.com.

Abbreviation	Period
Q1-23	June 1, 2022 to August 31, 2022
Q2-23	September 1, 2022 to November 30, 2022
Q3-23	December 2022 to February 28, 2023
Q4-23	March 1, 2023 to May 31, 2023
Fiscal 23	June 1, 2022 to May 31, 2023
Q1-22	June 1, 2021 to August 31, 2021
Q2-22	September 1, 2021 to November 30, 2021
Q3-22	December 1, 2021 to February 28, 2022
Q4-22	March 1, 2022 to May 31, 2022
Fiscal 22	June 1, 2021 to May 31, 2022

1. NATURE OF ACTIVITIES

Geomega is a mineral exploration and evaluation Corporation focused on the discovery and sustainable development of economic deposits of metals in Quebec. Geomega is committed to meeting the Canadian mining industry standards and distinguishing itself with innovative engineering, high stakeholder engagement and dedication to local transformation benefits. The common shares of the Corporation are trading under the symbol GMA on the TSX Venture Exchange (the “Exchange”) and under the symbol GOMRF on the OTCQB market.

As society moves from consumption of fossil fuels to more sustainable energy sources, Geomega believes that the future of clean energy resides in one of the rare earth elements (“REE”) called neodymium. Neodymium is vital for the production of high-performance permanent magnets used in a wide variety of electrical motors. Such motors are in increasing demand with the growth of sustainable-energy initiatives such as hybrid and electric vehicles and direct-drive wind turbines.

Innord Inc. (“Innord”) is the innovation arm of Geomega and was created in March 2015 to optimize the value of the separation technology by facilitating its development through direct investments of key financial partners. Innord is a wholly owned subsidiary of Geomega that holds all the separation rights and laboratory equipment. The primary goal of Innord is to successfully develop and scale-up its proprietary technologies. All research and development initiatives of Geomega are conducted by Innord.

2. CORPORATE UPDATE

2.1 Corporate Overview

Geomega develops innovative technologies for extraction and separation of rare earth elements and other critical metals essential for a sustainable future. It has a diversified portfolio of projects and technologies at various readiness levels such as rare earths magnet recycling, bauxite residues valorization, the Montviel rare earths project and several others.

During the Fiscal year 2023, the corporation has taken many steps forward in these projects. The rare earths recycling demonstration plant moved along to detailed engineering and is nearing the long-anticipated construction. A new location has been selected in St Hubert, Quebec that will give the Corporation more flexibility as it will be able to host not only the demonstration plant but as well the laboratories, the pilot research facilities and the engineering for its growing pipeline of projects and technologies. The bauxite residues valorization technology took a huge step forward moving from a bench scale to a pilot unit that has now entered commissioning. Both projects are now on the cusp of major deliverables and should deliver exciting progress and results during the Fiscal 2024 for the Corporation's shareholders. Other technologies continue to evolve at lab scale and the Corporation hopes some of these will be converted into projects in the coming year, bringing additional value to its shareholders.

2.2 Demonstration Plant

Engineering work by BBA restarted in May 2023 and focused on process and layout adjustments for the new St Hubert location and production of a 3D model. Vendors were contacted to make equipment adjustments due to the new layout and procurement restarted in July. Information for both provincial environmental permitting and municipal permitting continued to be collected in preparation for their anticipated filing. Civil engineering and architectural work began as well while other pre-construction activities are taking place gradually as more information is provided from the various ongoing studies. The Corporation received the HAZOP (Hazard and Operability) study report and is implementing its recommendations into project design. Overall, the Corporation is very satisfied with the modified layout, project design and the progress of detailed engineering and is looking forward to the upcoming engineering deliverables and the start of construction.

2.3 Bauxite Residues Processing

The Bauxite Residues project continued progressing during the last quarter. Installation of equipment is approaching completion and commissioning of various sections has already begun. Various tests continue in the lab to prepare the standard operating procedures for the pilot operation and to investigate more paths to monetize diverse streams of products. The continuous pilot plant is expected to deliver kilograms of material of the main product streams which will be used for testing by end users. Both bench scale and piloting work on this project will continue throughout the year and updates will be provided as milestones are achieved. The Corporation is very pleased with the installation progress achieved to date and is looking forward for the pilot test work to start.

2.4 New Sources of Financing

During Fiscal 23, the Corporation received a total of \$49,710 from the exercise of 457,000 options. A total of 457,000 shares were issued.

On April 27, 2023, the Corporation announced that its private R&D subsidiary Innord Inc. has been awarded a \$493K grant from the Program to Support Research and Development for the Extraction, Transformation and Recycling of critical and strategic metals, administered by the Consortium de Recherche et Innovation en Transformation Métallique (CRITM), towards the development of a process for recycling of hydrochloric acid (HCl) from several metal chlorides which can be used for rare earth elements (REE) and scandium (Sc) recovery from multiple sources. An amount of \$24,358 has been provisioned and recorded as a grant receivable for the expenses already incurred as of May 31, 2023. This amount has been applied in the financial statements to the following accounts:

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

2. CORPORATE UPDATE (CONT'D)

Government grants on operating expenses (operating expenses)	24,358
Government grants receivables (asset)	24,358

On March 7, 2023, the Corporation announced that it was awarded \$3M in funding from the government of Canada's Critical Minerals Research, Development and Demonstration (CMRDD) Program, administered by Natural Resources Canada (NRCan), towards the construction of the magnet recycling demonstration plant. \$425,744 has been provisioned and recorded as a grant receivable for the expenses already incurred as of May 31, 2023. This amount has been applied in the financial statements to the following accounts:

Inventories (asset)	2,690
Property and equipment and Deposits on property and equipment (asset)	320,535
Government grants on operating expenses (operating expenses)	102,519
Government grants receivables (asset)	425,744

On January 27, 2023, the Corporation announced that it has been awarded a \$3M grant from the Technoclimat Program, administered by the Ministry of the Environment and the Fight Against Climate Change, Wildlife and Parks (MELCCFP) towards the construction of the magnet recycling demonstration plant. An amount of \$527,274 has been provisioned and recorded against payment received in the deferred grant as of May 31, 2023. This grant covers future expenses as well as certain expenses retroactive to June 1, 2021. The following amount were recorded in the financial statements:

Inventories (asset)	3,077
Property and equipment and Deposits on property and equipment (asset)	278,045
Government grants on operating expenses (operating expenses)	246,152
Government grants receivables (asset)	527,274

The Corporation has also received payments on confirmed grants. The following amounts have been received as of May 31, 2023 of which a part has been applied against property and equipment and a part against research expenses with the balance being recorded as deferred grants:

- Sustainable Development Technology Canada (SDTC): \$793,200 received out of \$1,541,000.
- Ministry of Energy and Natural resources of Quebec (MERN): \$60,000 received out of \$400,000.
- Quebec Ministry Economy and Innovation – Innovation program: \$75,000 received out of \$150,000.
- Ministry of the Environment and the Fight Against Climate Change, Wildlife and Parks- Technoclimat Program: \$750,000 received out of \$3,000,000.

2.5 Option agreement on Pomme property

On February 22, 2023, the Corporation concluded an agreement with MTM Critical Metals Limited (ASX:MTM, "MTM") to option out the Pomme property. Refer to section 4.2 for more information on the property.

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

2. CORPORATE UPDATE (CONT'D)

The terms of the option agreement with MTM for Pomme are as followed:

All amounts are in AUD	Cash Payments	Issuance of common shares	Work
	\$	\$	\$
Option to earn 100%			
At the signature of the LOI (completed)	20,000	Nil	Nil
At the signature of the final agreement (completed)	50,000	50,000	Nil
On or before February 22, 2024	100,000	100,000	300,000
On or before February 22, 2025	100,000	100,000	700,000
On or before February 22, 2026	Nil	Nil	1,000,000
Total for a maximum participation of 100%	270,000	250,000	2,000,000

Pursuant to the agreement, MTM will grant to the Corporation a 2% NSR on the property and the Corporation will grant MTM the right to buy-bask at any time 1% for AUD \$1,000,000.

2.6 New location in St-Hubert

Following a thorough review of its current and future projects and operations and exhaustive research of the industrial real estate market in the Greater Montreal area, the Corporation has decided to combine all its operations into a single larger location in the town of St Hubert, Quebec.

The addition of new R&D projects over the last 24 months, including the most recent HCl recycling process with more projects in the pipeline to expand the technologies to other major applications, has resulted in an increased space requirement for Geomega. On the other hand, the current facilities in Boucherville no longer made it possible to meet these growing needs neither for laboratory space nor for offices necessary to support hiring. With the construction of the magnet recycling demonstration plant starting later this year, the Corporation used the opportunity to relocate all the activities under one roof instead of expanding into a 3rd facility, incurring extra costs and more delays later on. The St-Hubert facility will meet the current needs while permitting growth and creating synergies between the different departments and projects.

The standalone facility of over 18,000 sq. ft in the Gérard-Leclerc industrial zone of St Hubert, Longueuil, is located less than 8km from our previous location and has all the same location advantages such as less than 30 minutes from Montreal and within 6 hours from major North American cities such as Boston, New York and Toronto with access to several major highways and expressways. Two airports are located within 40 minutes of the location, the Trudeau International Airport in Montreal and the Montreal-Saint-Hubert-Longueuil airport. Most importantly is the access to major seaways with the Port of Montreal, 20 minutes, which is the largest container transshipment centre in the Great Lakes system – Saint Lawrence Seaway and a direct link to Europe and the East coast of the United States, as well as the marine terminal in Contrecoeur which is only 30 minutes away. The availability of outdoors space at the St Hubert facility is another important benefit over the previous location as it allows more flexibility with the utilities that are required to be installed for the operation of the magnet recycling plant.

Administration, engineering, and R&D activities will continue at the Boucherville facility until all the laboratories and offices are built as part of the construction of the demonstration plant.

Having all the company activities centralized with space to expand the R&D and perform multiple projects at the same time is going to benefit Geomega in the long run. This new R&D facility will be able to accommodate the growing pipeline of projects that are already in the application for funding phase. This new location will allow Geomega to streamline its operations in the future and simplify the construction of the demonstration plant.

2. CORPORATE UPDATE (CONT'D)

The agreement, which began on May 1, 2023, is for an initial term of sixty (60) months with two options to renew for an additional sixty (60) months each. The monthly base rent is \$24,000 which represents \$288,000 annually. An asset and a liability have been recognized in the financial statements under IFRS 16.

3. OUTLOOK ON THE MAJOR ONGOING PROJECTS

Geomega's objectives are to develop processing technologies and to apply them to rare earth elements and other critical and strategic metals where the existing technologies have poor environmental performance such as large footprints, high consumption of acids, low recoveries, large amounts of waste or loss of valuable metals. The various projects of the Corporation are in different phases of development but since many of these technologies and applications end up having synergies, the rate of progress in some of the projects can change significantly. Ultimately, Geomega is looking to apply its technologies to high value opportunities and deploy them through building and operating the plants, licensing to major companies around the world or a combination of both, depending on the project.

The Corporation's intended activities are presented here and are divided by major ongoing projects.

Rare Earths Recycling

- Detailed engineering of the demonstration plant
 - Concrete and structural design
 - Equipment foundations and support design
 - Platforms design
 - Architectural design
 - HVAC, piping, and electrical design
 - 3D model integrating all the above
- Procurement activities for the remaining major equipment
- Factory Acceptance Tests (FAT) for certain key equipment that is approaching completion
- Integrate equipment design into the piping and instrumentation diagram (P&ID) as they are received
- Place orders for instrumentation, valves and control system
- Environmental and municipal permitting
- Obtain detailed construction quotes based on "For construction" drawings
- Equipment receiving and ground preparation
- Various complimentary tests on process, final products, by products (as needed)
- Feed sourcing (always ongoing activity)

Bauxite Residue Sustainable Processing

- Continue bench scale test work, modeling, process design and optimization
- Assembly and testing of the equipment
- Commissioning of pilot plant
- Pilot testing of the core of the transformation process
- Produce kilograms of material of the main product streams for testing by end users

Montviel REE Deposit – Bench Scale

- Bench scale testwork, modeling, process design and optimization

Other Sources & Other Metals (REE, Lithium, Graphite, Hydrogen and other metals)

- HCl recycling process – ongoing bench scale testwork
- R&D on different feeds (mining and industrial waste)

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

3. OUTLOOK ON THE MAJOR ONGOING PROJECTS (CONT'D)

Corporate

- Continue hiring for select key positions as needed
- Complete a smooth move to new facilities

4. EXPLORATION AND VALIDATION OF THE SEPARATION TECHNOLOGY ACTIVITIES

4.1 Expense summary - Montviel property

Montviel	Fiscal 23	Fiscal 22
	\$	\$
Acquisition and maintenance	1,925	1,470
Exploration		
Salaries and benefits	460	372
Share-based compensation	6,915	18,54
Transport and lodging	2,618	2,616
Taxes, permits and insurances	34	24
Total exploration	10,317	21,266
Evaluation		
Salaries and share-based compensation – Separation process	880,411	681,970
Separation process	225,622	114,008
Depreciation of property and equipment	34,111	32,063
Engineering	130,808	52,170
Total Evaluation	1,270,952	880,211
Total gross E&E expenses	1,283,194	902,947
Net tax credits	(1,298)	(59,706)
Net E&E expenses - Montviel	1,281,896	843,241

Alain Cayer, P. Geo., M.Sc., Vice-President Exploration of Geomega, a qualified person as defined in NI 43-101 supervised the preparation of the technical information in sections 4.1 and 4.2.

The Corporation owns 100% of the Montviel property, located approximately 100 km north of Lebel-sur-Quévillon and 45 km west of the Cree First Nation of Waswanipi. The Montviel property comprises 106 mining claims totalling 5,889 hectares as at May 31, 2023.

4.2 Pomme (under option agreement)

The Pomme REE project (“Pomme”), also known as Montviel-Nord, is located adjacent to the north of the Montviel REE-Nb deposit that was discovered by Geomega in 2011. In the past years, the Pomme property and the Montviel property were considered as one property. During the year 2023, the 2 projects were divided in order to option Pomme. The Pomme property comprises 43 mining claims totalling 2,386 hectares as at May 31, 2023.

On February 22, 2023, the Corporation concluded an agreement with MTM Critical Metals Limited (ASX:MTM, “MTM”) to option out the Pomme property. Refer to section 2.5 for more information on this transaction.

4.3 Rare Earths Recycling Technology Development

Dr. Pouya Hajiani, process inventor, engineer and CTO of Geomega supervised and approved the technical information of this section.

4. EXPLORATION AND VALIDATION OF THE SEPARATION TECHNOLOGY ACTIVITIES (CONT'D)

Geomega develops innovative technologies for extraction and separation of rare earth elements and other critical metals essential for a sustainable future. With a focus on renewable energies, vehicle electrification, automation, reduction in greenhouse gas emissions and energy usage, rare earth magnets or neo-magnets (NdFeB) are at the center of all these technologies. Geomega's strategy revolves around gradually de-risking its innovative technologies while working directly with the main players in these industries to recycle the magnets that power all those technologies.

Geomega has been advancing engineering towards the construction of the demonstration plant that will be using its technology to recycle rare earth magnets and produce rare earth oxides. On October 1st, 2019, the Corporation published the results of the Front-End Engineering & Design ("FEED") study. The updated design has been scaled up in order to operate on a single work shift of 8 to 10 hours. As a result of this sizing increase and process optimization by Geomega, the demonstration plant could reach a throughput capacity of 1.5 ton per shift, a 50% increase over the initial design. On a per hour basis, this demonstrated a 4.5X increase.

The engineering work to date confirmed that the processing technology that was developed by Innord, a subsidiary of Geomega, is technically feasible and uses off the shelf equipment thereby making it easier to scale up.

In September 2020, the Corporation provided updated capital costs (including working capital) for the demonstration plant which increased from \$3.2M to \$4.8M. Although the equipment cost remained the same as what was presented in the FEED study, the Corporation revised upwards the estimate for plant construction and for the remaining cost of engineering.

The Corporation published the positive results of the pilot tests in January 2021 and an engineering update was provided in July 2021. Work was progressing by both external and inhouse engineers on detailed engineering. In fall 2021, the Corporation began hiring additional senior engineers in various disciplines to accelerate the work and to become fully independent of external engineering firms for process engineering.

In March 2022, the Corporation published the initial layout of the rare earths recycling demonstration plant to be located in Saint-Bruno-de-Montarville, Quebec. Following the decision in April 2023 to move the demonstration plant to St Hubert, a layout redesign was initiated. This facility will allow to combine all the Corporation's operations into a single larger location to streamline activities.

With an expanded team of engineers since the end of 2021, Geomega has been able to advance on many aspects of the engineering such as process design, equipment and packages, auxiliary items, layout and more. Equipment ordering began in May 2022 while the external engineering firm BBA was engaged in December 2022 to complete the final phase of detailed engineering and pre-construction activities. The detailed engineering is expected to be completed in the coming months and the final drawings will allow the Corporation to start the construction phase.

4.4 Environmental Geochemistry

Several environmental studies on Montviel were launched between 2012 and 2015. Various data has been collected until 2017 by various research groups. No sampling is being done at the moment. Results of these studies could be used in the future for environmental permitting and baseline studies.

4.5 Preliminary Economic Assessment ("PEA")

The corporate commitment to sustainable development dictated the following operational parameters for the Montviel project: i) underground mining scenario with paste backfill, ii) reduction in reagents to be transported by road and iii) electrical operations with a low voltage power line. It has taken more than three and a half years of metallurgical work and optimization to meet these three parameters.

4. EXPLORATION AND VALIDATION OF THE SEPARATION TECHNOLOGY ACTIVITIES (CONT'D)

In 2015, Montviel's flow sheet was greatly simplified. All of the acid required for hydrometallurgy was to be generated on site with the insertion of a closed loop acid regeneration unit. In addition, two physical processes at the beneficiation step significantly decreased the ore mass moving to hydrometallurgy.

The Corporation continues to evaluate the rare earth market and believes that the Montviel deposit, with the largest bastnaesite type mineralization 43-101 resource estimate in North America, could demonstrate solid economics based on its proprietary technology even at current market pricing.

The Corporation continues to gradually optimize and improve the flow sheet. With the additional funding from the MERN and the private placement announced on February 9, 2022 (see section 2.2), a project was started to improve on the technology that was developed and patented in 2015 (see news releases from April 29, 2015, May 20, 2015 and June 11, 2020) by incorporating the knowledge and experience gained from developing the rare earth recycling project and the bauxite residues project since then.

The main technical objectives to be investigated in this project are:

- Eliminating the flotation circuit
- Valorization of the iron by-product
- Recycling of the main leaching reagents

The successful implementation of these objectives would simplify the process of extracting rare earths and niobium and could significantly reduce its operating costs. The economic benefits of this project include:

- Cost reduction of the chemical reagents
- Energy savings by avoiding very fine grinding that is required for flotation, solid heat recovery and other adjustments
- Improving total REE recovery through whole ore leaching
- Reduction of mining waste and tailings management costs
- Increase of potential revenues through various by-products

Furthermore, the social and environmental impacts of the project are similarly important and will help obtain the required permits in the future and support of the local communities and the Waswanipi CREE First Nation. The environmental benefits of this project include:

- Reduction of water consumption
- Reduction of liquid effluents
- Reduction of solid mining waste volumes
- Reduction of overall energy consumption and greenhouse gas emissions for REE production compared to previous flowsheet
- Further evaluation of the possibility of paste-backfill

These modifications keep improving the process and making the Montviel project more economically robust, less sensitive to REO price fluctuations and more environmentally friendly by closing the processing loop.

The results of the project will be used to complete a Preliminary Economic Assessment (PEA) on the Montviel deposit.

Geomega Resources Inc.

Management Discussion & Analysis

For the year ended May 31, 2023

4. EXPLORATION AND VALIDATION OF THE SEPARATION TECHNOLOGY ACTIVITIES (CONT'D)

4.6 Treatment of bauxite residues

Large quantities of this caustic red mud are generated worldwide every year, posing environmental and safety challenges. Storage of bauxite residues is a challenge for alumina refineries with over 80 plants across the world currently producing alumina from bauxite ore. It is estimated that over 1.5 million tonnes of bauxite residues are generated every year and as the demand for aluminum metal increases so does the production of bauxite residues. As a result of population growth, many of these plants are now located inside urban areas resulting in storage space limitations and increasing environmental regulations that threaten these operations. Closure of these alumina refineries could result in the loss of thousands of jobs and millions of dollars of economic benefits for these regions. With over 4 billion tonnes of BR stored in tailings globally, this feed material represents potential \$400B in metal value that could be unlocked using Innord's technology.

Geomega believes that BR is a perfect fit to expand Innord's extraction technology. Drawing from the strengths and versatility of its technology, Innord had been seeking to identify large industrial and mining waste challenges with the following characteristics:

- High iron (Fe) content – in BR >40% Fe₂O₃
- Loss of critical and strategic metals in the tailings (rare earth elements, scandium, titanium and vanadium)
- Need for reagents recycling and tailings volume reduction.

Ownership of the Intellectual Property developed by Innord through this research work will remain with the Corporation. With BR representing a global challenge, Innord is developing the technology with the objective to make it available globally through a licensing / royalty structure once the technology has demonstrated its economical and environmental feasibility on a larger scale.

Bench scale test work on the BR technology began in 2020. Funding from industrial partners and governmental grants in 2021 helped complete the initial bench scale work and bring the project towards piloting. On March 31, 2021, Geomega announced a \$4M funding for a 24 months pilot plant and feasibility study of its sustainable & complete valorization of BR processing technology. The project was funded by Rio Tinto, SDTC, Quebec Government and Geomega. The pilot project is to demonstrate the scalability of the technology while testing and validating various technical parameters before completing a feasibility study.

On April 25, 2022, in parallel to the BR technology, Rio Tinto and Innord have agreed to begin evaluating in parallel various opportunities to monetize the iron compounds produced by Innord's Bauxite Residues Technology (IBRT). As part of the project, over the next 12 months, Innord has committed to develop and test an extension technology to IBRT to produce the desired product that will then be evaluated by Rio Tinto. The Intellectual property developed from this project extension will be owned by Rio Tinto who is fully funding the project. Innord will receive a royalty payment for the underlying base technology (IBRT) upon commercialization of the technology and any production of commercial products. Details of the agreement between Geomega and Rio Tinto, including the royalty level, will remain confidential.

Relative to existing methods (less than 5% of global BR is being used today) and contrary to previously developed metallurgical approaches that either only displace the environmental impact towards effluents and/or other residues, provide insufficient volume reduction or have limited economic viability, Innord's process potential offers the following benefits:

- Significant tailings volume reduction (>80%)
- Minimize effluents by recycling the main reagents, which would in turn reduce operating costs and avoid creating other waste streams

4. EXPLORATION AND VALIDATION OF THE SEPARATION TECHNOLOGY ACTIVITIES (CONT'D)

- Value maximization of the available metals, thereby enhancing the economics of the process, which include:
 - Bulk traditional metals such as Al and Fe
 - Strategic metal concentrates (REE, Sc, Ti, V)

The up to 24-month pilot project is to demonstrate the scalability of the technology while testing and validating various technical parameters before completing a feasibility study. Details on the funding of the various projects associated with BR treatment can be seen in section 2.3 and 2.4.

5. FINANCIAL HIGHLIGHTS

During Fiscal 23, the Corporation reported a net loss of \$1,400,872 (net loss of \$1,442,774 during Fiscal 22). The main variations are as follow:

- Research fees of \$598,470 (\$131,869 in Fiscal 22). Innord is performing research projects to apply its technology to the extraction of critical metals by processing Bauxite residues. Part of the funding for these projects comes from a partner in the aluminum sector. Research revenues are recorded as the Corporation spends money and resources on these projects. Work on these projects has significantly increased compared to the previous year. Refer to section 2.3 for more information.
- Exploration and evaluation expenses, net of tax credits of \$1,281,896 (\$843,241 during Fiscal 22). The final stages of engineering of the demonstration plant are advancing and the Corporation has started working on new research projects with the objective of adapting its technology to new streams. New employees have been hired in 2023 to support the growth.
- Salaries, employee benefits and share-based compensation of \$281,910 (\$325,996 during Fiscal 22). Salaries have increased by 47% following the increase in employees to support the growth, but the share-based compensation included in this account has gone from \$175,474 for Fiscal 22 to \$78,574 in Fiscal 23. This is explained by the fact that there were no options issued at the last AGM of the Corporation.
- Travel, conferences and investor relations of \$227,461 (\$338,743 during Fiscal 22). In Fiscal 22 some promotion contracts ended and were not renewed for Fiscal 23. A portion of the variation also comes from the share-based compensation that went from \$144,019 in Fiscal 22 to \$85,070 in Fiscal 23.
- Professional fees of \$139,234 (\$79,154 in Fiscal 22). The increase in Fiscal 23 is mainly due to recruitment fees of 13.8k, legal fees related to intellectual property of \$26k and legal fees related to corporate & securities of 40k. Audit fees are at \$57k, a slight increase compared to Fiscal 22.
- Administration fees of \$66,739 (\$26,058 in Fiscal 22). In line with the increase in projects and personnel in Fiscal 23, there was an increase in the need for office supplies and IT equipment which partly explains the increase.
- Rent expense of \$123,020 (\$27,016 in Fiscal 22) Rent expense remained generally stable year over year, but with the end of the previous sublease agreement and the start of equipment orders for its demonstration plant, the Corporation reduced the area it sublets at its premises in Saint-Bruno-de-Montarville. The revenues generated with the subletting were crediting the rent expenses, which explains the low expense for 2022. In addition, an amount of \$30,479 was recorded in 2023 as PAC expenses adjustment for 2022. Finally, the new lease in St-Hubert impacts Fiscal 23 for the month of May.

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

5. FINANCIAL HIGHLIGHTS (CONT'D)

- Government grants on operating expenses of \$642,345 (\$220,394 in Fiscal 22). The Corporation has received various grants for its ongoing research projects. The rate and the quantity of research activities has increased due to growth within its team of researchers and engineers, but new grants were also received in 2023 (see section 2.4).
- Investment income of \$105,685 (\$17,651 in Fiscal 22) As the corporation invests its cash surplus in low-risk, fixed-return investments, it was able to benefit from the increase in prime rates, which resulted in a rise in rates on GICs and high interest savings accounts.
- Gain on disposal of exploration and evaluation assets of \$136,833 (Nil in Fiscal 22). The Corporation has optioned out its pomme property to MTM. \$70,000 AUD in cash and 666,667 shares of MTM were received so far on this transaction. Since the Corporation did not capitalise any costs as exploration and evaluation assets, the entire proceed was recorded as revenue. See section 2.5 for more details.
- Share of loss of associate of \$193,787 (\$233,947 during Fiscal 22) and net loss following dilution of investment in an associate of \$19,041 (net gain of \$263,473 during Fiscal 22). Kintavar is the only associate of the Corporation, and this investment is accounted for using the equity method. 15,929,244 shares of Kintavar were issued in a private placement in November 2021 at a unit cost higher than the book value of the shares held by Geomega, which creates an accounting gain for the Corporation.
- Impairment of an investment in an associate of \$316,313 (Nil in Fiscal 22). With the decline observed on the financial markets, the fair value of the investment in Kintavar Exploration Inc. fell for the first time below its book value. An impairment expense has therefore been recorded to reduce the investment to its estimated recoverable value.

5.1 Selected Annual Information

	Fiscal 23	Fiscal 22	Fiscal 21
	\$	\$	\$
Revenues	598,470	131,869	-
Operating loss	(1,058,909)	(1,462,828)	(1,218,928)
Other income (loss)	(341,963)	20,054	(243,835)
Net loss	(1,400,872)	(1,442,774)	(1,453,763)
Basic and diluted loss per share	(0.010)	(0.011)	(0.013)
Total Assets	9,364,697	7,511,744	5,752,438
Non-Current Liabilities	(2,289,819)	(681,430)	(749,520)

5.2 Equity Instruments outstanding

	As at May 31, 2023	As at May 31, 2022
	Number of shares	Number of shares
Shares	141,826,521	141,369,521
Stock options	10,295,500	11,461,250
Warrants	16,517,788	16,517,788
Broker warrants	-	370,456
Shares - Fully diluted	168,639,809	169,719,015

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

6. SUMMARY OF QUARTERLY RESULTS

For the eight most recent quarters:

	Q4-23	Q3-23	Q2-23	Q1-23
	\$	\$	\$	\$
Revenues	217,156	184,078	114,891	82,345
Operating loss	(268,293)	(266,162)	(144,919)	(379,535)
Other income	(196,312)	438,274	(151,253)	(432,672)
Net and comprehensive loss	(464,605)	172,112	(296,172)	(812,207)
Basic and diluted loss per share	(0.003)	0.001	(0.002)	(0.006)
Total assets	9,364,697	7,101,973	7,004,119	7,307,601

	Q4-22	Q3-22	Q2-22	Q1-22
	\$	\$	\$	\$
Revenues	71,869	-	-	60,000
Operating loss	(312,695)	(433,850)	(367,792)	(348,491)
Other income (expenses)	45,865	(143,949)	224,206	14,338
Net and comprehensive loss	(358,560)	(577,799)	(143,586)	(362,829)
Basic and diluted loss per share	(0.003)	(0.004)	(0.001)	(0.003)
Total assets	7,511,744	5,734,807	5,738,783	5,764,819

As indicated in section 1, the Corporation is still in the exploration and evaluation phase. Although its subsidiary has generated some revenues from research fees, the Corporation has not yet started generating revenue from its demonstration plant, which explains the net loss in the profit and loss statement.

The operating loss has been relatively stable in the past quarters, with the activities focused on the final steps of engineering for the construction of the demonstration plant for recycling of rare earth magnets as well as ongoing research and development on bauxite residue processing.

During Q4-23, the Corporation signed a new lease agreement for an industrial building in St-Hubert, Quebec, and decided not to renew the current lease in St-Bruno which will end January 2025. The net impact of the new lease and reassessment of the St-Bruno lease was \$1,746,728 in Q4-2023 which explains most of the increase in total assets. See note 2.6 for more details on the St-Hubert lease.

7. LIQUIDITY AND CAPITAL RESOURCES

As of May 31, 2023, the Corporation had \$3,799,111 in cash and cash equivalents (\$5,084,902 as of May 31, 2022). The Corporation had a working capital of \$3,714,856 (\$5,040,553 as of May 31, 2022).

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

7. LIQUIDITY AND CAPITAL RESOURCES (CONT'D)

The Corporation's objective in managing capital is to safeguard its ability to continue its operations as well as its E&E programs. The Corporation manages its capital structure and makes restatements to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Corporation may issue new shares, secure new debt and acquire or sell mining rights to improve its financial performance and flexibility. In Fiscal 23, the Corporation received proceeds from exercise of warrants, broker warrants and options for \$80K, and secured grants for \$6.5M. The Corporation also has access to a \$3.05M loan secured in Fiscal 23 and 2022. The loan is interest-free, for a term of 8 years, with annual repayment of principal beginning 24 months following the first drawdown, which has not yet occurred. The Corporation's capital is composed of equity and balances and changes in equity are presented in the statement of changes in shareholders' equity.

The Corporation is not subject to externally imposed capital requirements neither regulatory nor contractual requirements to which it is subject unless the Corporation closes a flow-through private placement in which case the funds are reserved in use for exploration expenses.

8. COMMITMENTS

As at May 31, 2023, the Corporation is committed to future minimum payments of principal and interest on the debt, as follows:

	Up to 1 year	1 to 5 years	More than 5 years	Total
	\$	\$	\$	\$
Trade and other payables	626,007	-	-	626,007
Lease Liability – Current contractual maturities ¹	436,875	1,331,875	-	1,768,750
Lease Liability – Future renewal options ¹	-	27,823	3,799,634	3,827,457
Long-term debt	80,000	-	-	80,000
	1,142,882	1,359,698	3,799,634	6,302,214

¹ The amount presented as a liability in the consolidated statement of financial position is based on an expected duration of 15 years for the St-Hubert lease (including two terms of 5 years renewals) and an ending date of January 2025 for the St-Bruno lease. Also, the amounts presented in the above table include both the fixed and variable lease payments while the amount presented as liability in the statement of financial position only includes the fixed payments.

9. OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

10. RELATED PARTY TRANSACTIONS

10.1 Transactions with related parties

In the normal course of business:

- ◆ A firm in which a director was a partner charged professional fees amounting to \$61,554 during Fiscal 23 (\$20,318 in Fiscal 22).

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

10. RELATED PARTY TRANSACTIONS (CONT'D)

Out of the normal course of business:

- ◆ Directors and Officers of the Corporation participated in a private placement in February 2022. 97,000 shares of the Corporation were bought at a price of \$0.27, for a total value of \$26,190. There was no private placement during Fiscal 23.
- ◆ Officers and directors of the Corporation exercised 325,000 options during Fiscal 23 for a total value of \$29,250 (1,300,000 options for \$122,625 in Fiscal 22).
- ◆ Officers and directors of the Corporation also exercised no warrants during Fiscal 23 (153,625 warrants during Fiscal 22 for a total value of \$30,725)

10.2 Billing according to agreement with Kintavar and its subsidiary

	Fiscal 23	Fiscal 22
	\$	\$
Salaries, employee benefits and share-based compensation	460	(800)
Exploration and evaluation, net of tax credits	1,382	(1,481)
Travel, conventions and investor relations	8,841	11,925
Administration	14,234	(203)
Rent	11,100	11,100
Total	36,017	20,541

As of May 31, 2023, the amount receivable from Kintavar was \$32,772 (\$18,744 as of May 31, 2022).

10.3 Allowance for Termination or Change of Control

There are certain employment agreements between key management and the Corporation that contain a termination provision and a change of control provision. If the provision for termination without cause or change of control involving adverse changes to duties assigned to key management had occurred as of May 31, 2023, the amounts payable for the executive team would have totalled \$362,025 and \$1,198,100 respectively. In the case of termination for cause, no compensation will be paid.

11. FINANCIAL INSTRUMENTS

The Corporation is exposed to various financial risks resulting from both its activities and investments. The Corporation manages the financial risks. The Corporation does not use transactions in financial instruments, including derivative financial instruments for speculative purposes. Exposure of the Corporation to key financial risks and financial policies in this area are described in the annual financial statements of May 31, 2023 in Note 25.

12. STOCK OPTION PLAN

The purpose of the stock option plan is to serve as an incentive for the directors, officers and service providers who will be motivated by the Corporation's success as well as to promote ownership of common shares of the Corporation by these people. There is no performance indicator relating to profitability or risk attached to the plan. The maximum number of common shares in the capital of the Corporation that may be reserved for issuance under the plan is limited to a maximum of 10% of the common shares outstanding.

13. RISK AND UNCERTAINTIES

An investment in the securities of the Corporation is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Corporation and its financial position.

The following discussion reviews a number of important risks which management believes could impact the Corporation's business. There are other risks, not identified below, which currently, or may in the future, exist in the Corporation's operating environment.

13.1 Volatility risk of the financial markets

During the last few years, the securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in price will not occur. It may be anticipated that the price of the Corporation's common shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating value in its exploration assets, and its price will be affected by such volatility.

As a result of the extreme volatility occurring in the financial markets, investors are moving away from assets they perceive as risky to those they perceive as less so. Companies like Geomega are considered risky assets and as mentioned above are highly speculative. The volatility in the markets and investor sentiment may make it difficult for the Corporation to access the capital markets to raise the capital it will need to fund its current level of expenditures.

13.2 Dilution risk of common shares

During the life of the Corporation's outstanding stock options, warrants, convertible debentures and share exchange rights, the holders are given an opportunity to profit from an increase in the market price of the common shares with a resulting dilution in the interest of shareholders. The holders may exercise such securities at a time when the Corporation may have been able to obtain any needed capital by a new offering of securities on terms more favourable than those provided by the outstanding options. The increase in the number of common shares in the market, if all or part of these outstanding options were exercised, and the possibility of sales of these additional shares may have a depressive effect on the price of the common shares.

Furthermore, the Corporation will require additional funds to fund further exploration. If the Corporation raises additional funding by issuing additional equity securities, such financing may dilute the holdings of the Corporation's shareholders.

13.3 Risks inherent to the industry

Mineral exploration and development involve several risks which experience, knowledge and careful evaluation may not be sufficient to overcome. Large capital expenditures are required in advance of anticipated revenues from operations. Many exploration programs do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in the conduct of exploration programs and the operation of mines.

13. RISK AND UNCERTAINTIES (CONT'D)

The commercial viability of exploiting any metal deposit is dependent on a number of factors including infrastructure and governmental regulations, in particular those respecting the environment, price, taxes, and royalties. No assurance can be given that minerals of sufficient quantity, quality, size and grade will be discovered on any of the Corporation's properties to justify commercial operation.

Numerous external factors influence and may have significant impacts on the operations of the Corporation and its financing needs. Furthermore, exploiting REE deposits is dependent on risk factors that are specific to the REE market, including the complexity and costliness of the REE separation process, potential difficulties in finding buyers and the potential for buyers to develop replacement technologies that use less or no REEs.

13.4 Titles to Property

Although the Corporation has taken steps to verify title to the property on which it is conducting exploration and in which it is acquiring an interest in accordance with industry standards for the current stage of exploration and evaluation of such property, these procedures do not guarantee the Corporation's title. Property title may be subject to unregistered prior agreements, aboriginal claims and noncompliance with regulatory requirements.

13.5 Permits and Licenses

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

13.6 Environmental and Other Regulations

Current, possible or future environmental legislation, regulations and measures may entail unforeseeable additional costs, capital expenditures, restrictions or delays in the Corporation's activities. The requirements of the environmental regulations and standards are constantly re-evaluated and may be considerably increased, which could seriously hamper the Corporation or its ability to develop its properties economically. Before a property can enter into production, the Corporation must obtain regulatory and environmental approvals. There can be no assurance that such approvals will be obtained or that they will be obtained in a timely manner. The cost related to assessing changes in government regulations may reduce the profitability of the operation or altogether prevent a property from being developed. The Corporation maintains an environmental management system including operational plans and practices and considers that it is in material compliance with the existing environmental legislation.

13.7 Research and Development Goals and Progress Frames

The Corporation sets goals for and makes public statements regarding the results of its research and development in its separation technology, and the expected timing of these results. Future results, and the timing of these results, are material to the success of the Corporation, but are uncertain and can vary due to factors such as delays or failures in the Corporation's contemplated financings, uncertainties inherent in the research and development process, reliance on key personnel and other factors. There can be no assurance that the Corporation will be able to adhere to its current schedule for achieving desired research and development results.

13.8 Mining Law and Governmental Regulation

The Corporation's activities entail compliance with the applicable legislation or review processes and the obtaining of land use and all other permits, and similar authorizations of future overall mining operations are subject to the constraints contained in such legislation. The Corporation believes that it is in compliance in all material respects with such existing laws. Changing government regulations may, however, have an adverse effect on the Corporation.

13. RISK AND UNCERTAINTIES (CONT'D)

Although the Corporation continues to ensure that its exploration projects receive support from concerned municipals authorities and other stakeholders, amendments to various governmental regulations might affect its exploration projects. In particular, the exploration projects of the Corporation are located in Quebec on which some are located on Eeyou Istchee James Bay territory. The creation of the Eeyou Istchee James Bay Regional Government and recent changes to the categories I, II and III lands might affect the exploration and evaluation of the Corporation's properties.

In addition, political and social debates on the distribution of mining wealth in Quebec and elsewhere may result in increased mining taxes and royalties, which could adversely affect the Corporation's business and mining operations.

13.9 Internal controls over financial reporting

The Corporation is responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. However, management is not required to obtain an attestation in regards of the evaluation of internal controls and did not perform such evaluation.

The Corporation has assessed the design of the internal controls over financial reporting, and during this process the Corporation identified certain weaknesses in internal controls over financial reporting which are due to the limited number of staff at the Corporation, making it unfeasible to achieve complete segregation of incompatible duties. Corporation's management is limited in its ability to put internal controls in place at reasonable cost. This could increase risks related to quality, reliability, transparency and deadlines for interim, annual and others reports in respect with securities laws.

These weaknesses in the Corporation's internal controls over financial reporting may result in a more than remote likelihood that a material misstatement would not be prevented or detected. Management and the Board of Directors work to mitigate the risk of a material misstatement in financial reporting; however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

13.10 Territories and First Nations claims

Although the Corporation has the rights to explore its mining properties, it must consider the potential claims of the First Nations communities surrounding its properties. The Corporation strives to maintain good relations with the First Nations communities.

13.11 Taxes

The refundable credit for resources and credit on duties refundable for losses (the "tax credits") for the current period and prior periods are measured at the amount the Corporation expects to recover from the tax authorities as at the closing date. However, uncertainties remain as to the interpretation of tax rules and the amount and timing of the recovery of such tax credits. Accordingly, there may be a significant difference between the recorded amount of tax credits receivable and the actual amount of tax credits received following the tax authorities' review of issues whose interpretation is uncertain. However, given the uncertainty inherent in obtaining the approval of the relevant tax authorities, the amount of tax credits that will actually be recovered or the amount to be repaid, as well as the timing of such recovery or repayment, could differ materially from the accounting estimates, which would affect the Corporation's financial position and cash flows.

13. RISK AND UNCERTAINTIES (CONT'D)

13.12 Litigation

All industries, including mining, are subject to legal claims that can be with and without merit. Defense and settlement costs can be substantial, even for claims that have no merit. Potential litigation may arise with respect to a property in which the Corporation is in the process of evaluating as a strategic investment and/or holds an interest directly or indirectly in an exploring, developing and/or operating mineral property now or in the future.

Geomega might not generally have any influence on the litigation nor will it necessarily have access to data. In case where that litigation results in the cessation or reduction of production from a property (whether temporary or permanent), it could have a material and adverse effect on the Corporation's results of operations and financial condition. The litigation process is inherently uncertain, so there can be no assurance that the resolution of a legal proceeding will not have a material adverse effect on our future cash flow, results of operations or financial condition.

13.13 Dependence on key personnel

The development of the Corporation's business is and will continue to be dependent on its ability to attract and retain highly qualified management and mining personnel. The Corporation faces competition for personnel from other mining companies.

13.14 Metal Prices

Even if the Corporation's exploration programs are successful, factors beyond the control of the Corporation may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Corporation's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

13.15 Competition

The mining industry is intensely competitive in all its phases. The Corporation competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

13.16 Conflicts of interest

Certain directors of the Corporation are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation are required by law to act honestly and in good faith to the best interests of the Corporation, and to disclose any interest which they may have in any project or opportunity of the Corporation. If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

14. CRITICAL ACCOUNTING POLICIES, ESTIMATES, JUDGEMENTS AND ERRORS

The preparation of financial statements in conformity with IFRS requires Management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. There is a full disclosure and description of the Corporation's critical accounting policies, estimates, judgments, and assumptions in the consolidated financial statements as of May 31, 2023, Notes 1, 2, 3 and 4.

14. CRITICAL ACCOUNTING POLICIES, ESTIMATES, JUDGEMENTS AND ERRORS (CONT'D)

The accounting policies, methods of computation and presentation applied in the consolidated financial statements are consistent with those of the previous financial year ended May 31, 2022, except for the new policies described below.

14.1 New accounting standards

IAS 1, Presentation of Financial Statements ("IAS 1"), was amended in January 2020. The IASB issued amendments to IAS 1 to specify the requirements for classifying liabilities as current or noncurrent. The amendments clarify the definition of a right to defer settlement and specify that the conditions which exist at the end of the reporting period are those which will be used to determine if a right to defer settlement of a liability exists. The amendments are effective for annual periods beginning on or after January 1, 2024. The amendments must be applied retrospectively in accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors. Earlier application is permitted. The implementation of these amendments is not expected to have a significant impact on the Corporation's balance sheet presentation.

Disclosure of accounting policies (Amendments to IAS 1 and IFRS Practice Statement 2) – On February 12, 2021, the IASB issued amendments to IAS 1 to assist entities in determining which accounting policies to disclose in the financial statements. The amendments to IAS 1 require that an entity disclose its material accounting policies instead of its significant accounting policies and explain how an entity can identify a material accounting policy to produce financial statement disclosures for the benefit of the primary users of the financial statements. The amendments apply to annual reporting periods beginning on or after January 1, 2023. Earlier adoption is permitted. The Corporation is assessing the potential impact of the amendments; however, it does not expect them to have a material impact on the Corporation's consolidated financial statements.

Definition of accounting estimates (Amendments to IAS 8) – On February 12, 2021, the IASB issued amendments to IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, to assist entities to distinguish between accounting policies and accounting estimates. The amendments introduce a definition of "accounting estimates" and confirm that a change in an accounting estimate that results from new information or new developments is not the correction of an error, while also helping entities distinguish a change in an accounting estimate from a change in accounting policy. The amendments apply to annual reporting periods beginning on or after January 1, 2023. Earlier adoption is permitted. The Corporation is assessing the potential impact of the amendments; however, it does not expect them to have a material impact on the Corporation's consolidated financial statements.

15. MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Corporation's financial statements are the responsibility of the Corporation's management. The financial statements were prepared by the Corporation's management in accordance with IFRS. The financial statements include certain amounts based on the use of estimates, judgements 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.

The financial statements have been approved by the Board of Directors based on the estimates, judgements and assumptions as presented by management and the certifications by the CEO and CFO.

August 14, 2023

(s) Kiril Mugerma
Kiril Mugerma
President and CEO

(s) Mathieu Bourdeau
Mathieu Bourdeau
CFO

Geomega Resources Inc.
Management Discussion & Analysis
For the year ended May 31, 2023

Management

Kiril Mugeran, President & CEO
Alain Cayer, VP Exploration
Mathieu Bourdeau, CFO
Pouya Hajiani, CTO

Board of directors

Gilles Gingras, President of the Audit Committee ¹⁾
Kosta Kostic
Matt Silvestro¹⁾
Nick Nickoletopoulos¹⁾
Kiril Mugeran

Notes:

1) Member of the Audit Committee

Head office

75 boul. de Mortagne
Boucherville (Quebec)
J4B 6Y4
Tel.: (450) 641-5119
Website: <https://ressourcesgeomega.ca>

Lawyers

Fasken Martineau DuMoulin S.E.N.C.R.L., s.r.l.
800, rue du Square-Victoria, bureau 3500
Montréal, Québec
H4Z 1E9

Auditors

MNP LLP
1155, boul. René-Lévesque O., 23th floor
Montreal (Quebec)
H3B 2K2

Transfer agents

Computershare Inc.
1500, rue Robert-Bourassa, bureau 700
Montréal (Quebec)
H3A 3S8
Tel.: (514) 982-7888